

**CHARTER OF THE NOMINATING SUB-COMMITTEE
OF THE BOARD OF DIRECTORS OF NTL INCORPORATED
AS ADOPTED BY THE BOARD OF DIRECTORS ON MARCH 15, 2004**

I. PURPOSE OF THE NOMINATING SUB-COMMITTEE

The purpose of the Nominating Sub-Committee shall be to recommend to the Board individuals qualified to serve as directors of the Company.

II. COMPOSITION OF THE COMMITTEE

The Nominating Sub-Committee shall be comprised of all members of the Executive Committee who are “independent” as required by the Nasdaq Marketplace Rules; provided that if the number of members of the Executive Committee meeting such requirement is less than three, this Nominating Sub-Committee shall nominate such additional number of directors to ensure that the Nominating Sub-Committee is comprised of three “independent” directors, who shall be elected by majority vote of the Board. Such members shall serve on the Nominating Sub-Committee until they resign or are removed. The Chairperson of the Nominating Sub-Committee shall be the Chairperson of the Executive Committee unless such Chairperson is not “independent” in which case the Chairperson of the Nominating Sub-Committee shall be designated by a majority vote of the Nominating Sub-Committee.

III. MEETINGS AND PROCEDURES OF THE NOMINATING SUB-COMMITTEE

The meetings and procedures of the Nominating Sub-Committee shall be the same as determined by the Executive Committee for meetings of the Executive Committee.

IV. DUTIES OF THE NOMINATING SUB-COMMITTEE

1. The Nominating Sub-Committee shall establish procedures by which it actively recruits individuals qualified to become Board members and considers candidates to fill Board positions, including evaluating the suitability of potential director nominees proposed by directors, management or stockholders.
2. The Nominating Sub-Committee shall recommend to the Board the director nominees for election by the stockholders and select persons to fill Board vacancies, as the case may be, pursuant to the By-laws of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors and any independence requirements imposed by law, regulation or Nasdaq Marketplace Rules.
3. The Nominating Sub-Committee shall review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including, but not limited to, an employment change, and recommend whether the director should be re-nominated.