

Registered No. 1932254

Andover Cablevision Limited

Report and Accounts

31 December 2004



Andover Cablevision Limited

Registered No. 1932254

DIRECTORS

ntl Directors Limited
ntl Secretaries Limited

COMPANY SECRETARY

ntl Secretaries Limited

REGISTERED OFFICE

ntl House
Bartley Wood Business Park
Bartley Way
Hook
Hampshire RG27 9UP

Andover Cablevision Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2004.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company is dormant and did not trade during the year. The expenses of the company have been met by its parent undertaking.

DIRECTORS AND THEIR INTERESTS

The directors during the year ended 31 December 2004 and thereafter were as follows:

R M Mackenzie	(resigned 1 October 2004)
S Schubert	(resigned 1 October 2004)
ntl Directors Limited	(appointed 1 October 2004)
ntl Secretaries Limited	(appointed 1 October 2004)

The directors do not hold any interests in the shares of the company. The company seeks exemption not to disclose the directors' interests in the common stock of NTL Incorporated, a company incorporated in the USA and the ultimate parent undertaking of the company.

COMPANY SECRETARY

On 24 March 2004, G E James was appointed joint company secretary and resigned on 1 October 2004. On 1 October 2004, Robert Mackenzie resigned as joint company secretary and ntl Secretaries Limited was appointed as company secretary.

By order of the board



R M Mackenzie
For and on behalf of ntl Secretaries Limited

31 January 2005

Andover Cablevision Limited


BALANCE SHEET at 31 December 2004

	<i>Notes</i>	<i>2004</i> <i>£000</i>	<i>2003</i> <i>£000</i>
CURRENT ASSETS			
Debtors	3	21,459	21,459
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	4	23,000	23,000
Share premium		21,994	21,994
Profit and loss account		(23,535)	(23,535)
		<u> </u>	<u> </u>
EQUITY SHAREHOLDERS' FUNDS		21,459	21,459
		<u> </u>	<u> </u>

The directors are satisfied that the Company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that members have not required the Company to obtain an audit in accordance with section 249B(2) of the Act.

The directors acknowledge their responsibility for:

- (a) ensuring that the Company keeps proper accounting records which comply with Section 221 of the Companies Act 1985; and
- (b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the Company.


R M Mackenzie
For and on behalf of ntl Directors Limited

31 January 2005

Andover Cablevision Limited

NOTES TO THE ACCOUNTS at 31 December 2004

1. ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

The company has neither income nor expenditure during the year. Accordingly, no profit and loss account has been prepared.

3. DEBTORS

	2004 £000	2003 £000
Amounts due from parent undertaking	21,459	21,459

4. SHARE CAPITAL

	2004 £000	2003 £000
Authorised:		
29,000,000 ordinary shares of £1 each	29,000	29,000
Called up, allotted and fully paid:		
23,000,002 ordinary shares of £1 each	23,000	23,000

5. CONTINGENT LIABILITIES

The company, along with fellow subsidiary undertakings, is party to a senior secured credit facility with a syndicate of banks. The company is a guarantor of borrowings under this facility of certain other group companies. At 31 December 2004 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £2,165 million (2003 - £2,785 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

6. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is ntl Group Limited.

The company's results are included in the group accounts of ntl Communications Limited, copies of which are available from its registered office: ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

In the directors' opinion, the ultimate parent undertaking and controlling party is NTL Incorporated, a company incorporated in the State of Delaware, United States of America.

Copies of its group accounts, which include the company, are available from the Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.