

**ntl Acquisition Company Limited**

**Financial Statements**

**31 December 2011**

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**ntl Acquisition Company Limited****Balance Sheet****31 December 2011**

	Note	2011 £000	2010 £000
<b>Fixed assets</b>			
Investments	3	—	—
<b>Creditors: Amounts falling due within one year</b>	4	(43)	(43)
<b>Total assets less current liabilities</b>		<u>(43)</u>	<u>(43)</u>
<b>Capital and reserves</b>			
Share capital	6	6,317	6,317
Share premium account		96,789	96,789
Profit and loss account		<u>(103,149)</u>	<u>(103,149)</u>
<b>Deficit</b>		<u>(43)</u>	<u>(43)</u>

**Statements:**

- (a) The directors are satisfied that the company was entitled to exemption from audit of the financial statements for the year ended 31 December 2011 by virtue of section 480 of the Companies Act 2006 relating to dormant companies, and that no member or members have requested an audit pursuant to section 476 of the Companies Act 2006
- (b) The directors acknowledge their responsibilities for
- ensuring the company keeps accounting records in accordance with Section 386, and
  - preparing financial statements 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 and loss for the financial year in accordance with the requirements of Section 393, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

These financial statements were approved by the directors on 7 September 2012 and are signed on their behalf by



R C Gale  
Director

The notes on pages 3 to 5 form part of these financial statements.

# ntl Acquisition Company Limited

## Notes to the Financial Statements

Year ended 31 December 2011

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### 1. Dormant status

The company was dormant (within the meaning of Section 480 of the Companies Act 2006) throughout the year ended 31 December 2011. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

### 2. Accounting policies

#### *Basis of accounting*

The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006, and applicable UK accounting standards.

#### *Fundamental accounting concept*

The financial statements have been prepared on the going concern basis because the ultimate parent undertaking has given the necessary assurances that sufficient resources will be made available, so that the company can meet its liabilities as and when they fall due, for at least twelve months from the date of approval of these financial statements.

#### *Group accounts*

The company has taken advantage of the exemption from preparing group accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company incorporated in the United Kingdom which prepares group accounts (see note 7). These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### *Investments*

Investments are recorded at cost, less provision for impairment as appropriate. The company assesses at each reporting date whether there is an indication that an investment may be impaired. If any such indication exists, the company makes an estimate of the asset's recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. A previously recognised impairment loss is reversed only if there was an event not foreseen in the original impairment calculations, such as a change in use of the assets or a change in economic conditions. The reversal of impairment loss would be to the extent of the lower of the recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

### 3. Investments

	Subsidiary undertakings
	£000
<b>Cost</b>	
At 1 January 2011 and 31 December 2011	<u>103,141</u>
<b>Amounts written off</b>	
At 1 January 2011 and 31 December 2011	<u>103,141</u>
<b>Net book value</b>	
At 31 December 2011 and 31 December 2010	<u>-</u>

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# ntl Acquisition Company Limited

## Notes to the Financial Statements

Year ended 31 December 2011

### 3. Investments (continued)

The company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to disclose the aggregate amount of capital and reserves and the result for the year for each of the subsidiary undertakings on the basis that their results are included in the group accounts of Virgin Media Finance PLC (see note 7)

All of the material investments in which the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are dormant

### 4. Creditors: Amounts falling due within one year

	2011 £000	2010 £000
Amounts owed to group undertakings	<u>43</u>	<u>43</u>

Amounts owed to group undertakings are unsecured and repayable on demand

### 5. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks. As at 31 December 2011 this comprised a term facility of £750 million and a revolving facility of £450 million. Borrowings under the facility are secured against the assets of certain members of the group including those of the company.

In addition, a fellow group undertaking has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior credit facility. The amount outstanding under the senior secured notes at 31 December 2011 amounted to approximately £2,575 million (2010 - £1,495 million). Borrowings under the notes are secured against the assets of certain members of the group including those of the company.

The company has joint and several liabilities under a group VAT registration.

### 6. Share capital

#### Authorised share capital:

	2011 £000	2010 £000
200,000,001 Ordinary shares of £0.10 each	<u>20,000</u>	<u>20,000</u>

#### Allotted, called up and fully paid:

	2011 No	£000	2010 No	£000
Ordinary shares of £0.10 each	<u>63,173,881</u>	<u>6,317</u>	<u>63,173,881</u>	<u>6,317</u>

# **ntl Acquisition Company Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2011**

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### **7. Parent undertaking and controlling party**

The company's immediate parent undertaking is ntl (B) Limited

The smallest and largest groups of which the company is a member and in to which the company's accounts are consolidated are Virgin Media Finance PLC and Virgin Media Inc , respectively

The company's ultimate parent undertaking and controlling party at 31 December 2011 was Virgin Media Inc , a company incorporated in the state of Delaware, United States of America

Copies of all sets of group accounts which include the results of the company are available from the company secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP