

COMPANY REGISTRATION NUMBER 2270117

ntl Acquisition Company Limited

Financial Statements

31 December 2008

THURSDAY



RWSCNEIA

RM

29/10/2009

14

COMPANIES HOUSE

ntl Acquisition Company Limited

Balance Sheet

31 December 2008

| | Note | 2008 £000 | 2007 £000 |
|---|------|------------------|------------------|
| Fixed assets | | | |
| Investments | 3 | — | — |
| Creditors: Amounts falling due within one year | 4 | (43) | (43) |
| Total assets less current liabilities | | <u>(43)</u> | <u>(43)</u> |
| Capital and reserves | | | |
| Called-up equity share capital | 6 | 6,317 | 6,317 |
| Share premium account | 7 | 96,789 | 96,789 |
| Profit and loss account | | <u>(103,149)</u> | <u>(103,149)</u> |
| Deficit | | <u>(43)</u> | <u>(43)</u> |

Statements:

- (a) For the year ended 31 December 2008 the company was entitled to exemption from audit under Section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring the company keeps accounting records in accordance with Section 221, and
 - (ii) 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 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

These financial statements were approved by the directors on 22 October 2009 and are signed on their behalf by:



R C Gale

For and on behalf of Virgin Media Directors Limited

The notes on pages 3 to 4 form part of these financial statements.

ntl Acquisition Company Limited

Notes to the Financial Statements

Year ended 31 December 2008

1. Dormant status

The company was dormant (within the meaning of Section 249AA of the Companies Act 1985) throughout the year ended 31 December 2008. 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

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with 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 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company incorporated in Great Britain which prepares group accounts (see note 8). 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 any provision for impairment.

3. Investments

| | Subsidiary undertakings |
|--|----------------------------|
| | £000 |
| Cost | |
| At 1 January 2008 and 31 December 2008 | <u>103,141</u> |
| Value impaired | |
| At 1 January 2008 and 31 December 2008 | <u>103,141</u> |
| Net book value | |
| At 31 December 2008 and 31 December 2007 | <u>-</u> |

The company has taken advantage of the exemption under Section 228 of the Companies Act 1985 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 8).

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.

ntl Acquisition Company Limited

Notes to the Financial Statements

Year ended 31 December 2008

4. Creditors: Amounts falling due within one year

| | 2008 £000 | 2007 £000 |
|------------------------------------|--------------|--------------|
| Amounts owed to group undertakings | <u>43</u> | <u>43</u> |

Amounts owed to group undertakings are unsecured, interest free 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 under which it has guaranteed the borrowings of certain Virgin Media group companies. At 31 December 2008, the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £4,289 million (2007 - £4,905 million). Borrowings under the facility 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:

| | 2008 £000 | 2007 £000 |
|---|---------------|---------------|
| 200,000,001 Ordinary shares of £0.10 each | <u>20,000</u> | <u>20,000</u> |

Allotted, called up and fully paid:

| | 2008 No | £000 | 2007 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> |

7. Reserves

| | Share premium account £000 | Profit and loss account £000 |
|--------------------------------------|----------------------------------|------------------------------------|
| At 1 January 2008 & 31 December 2008 | <u>96,789</u> | <u>(103,149)</u> |

8. 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 for which group accounts have been drawn up are those headed by Virgin Media Finance PLC and Virgin Media Inc., respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2008 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 Secretary, Virgin Media, 160 Great Portland Street, London, W1W 5QA.