

Registered number
2422198

NTL BOLTON CABLEVISION HOLDING COMPANY

Report and Accounts

31 December 2005



NTL BOLTON CABLEVISION HOLDING COMPANY

Registered number

2422198

Directors

ntl Directors Limited

ntl Secretaries Limited

Company Secretary

ntl Secretaries Limited

Auditors

Ernst & Young LLP

1 More London Place

London

SE1 2AF

Registered Office

ntl House

Bartley Wood Business Park

Hook

Hampshire RG27 9UP

NTL BOLTON CABLEVISION HOLDING COMPANY

Directors' Report

The directors present their report and accounts for the year ended 31 December 2005.

RESULTS AND DIVIDENDS

The company made a loss for the year after taxation of £381,000 (2004 - £nil).

The preference dividends of £381,000 due to the non-equity shareholders for the years ended 31 December 2005 and 2004 have not been declared, however there has been a change in accounting policy effective 1 January 2005.

The company has taken advantage of the transitional arrangements of Financial Reporting Standard 25 "Financial Instruments: Disclosure and Presentation" (FRS 25) not to restate the corresponding amounts in accordance with the policy as disclosed in note 1 to the accounts. The adjustments necessary to implement this policy have been made as at 1 January 2005. The main differences between the 2005 and 2004 bases of accounting are also shown in note 1.

An appropriation equal to the dividend has been made in the profit and loss for the year ended 31 December 2004, in accordance with FRS 4 "Capital Instruments". However, in accordance with FRS 25, the preference share dividend has been treated as an expense in the profit and loss account for the year ended 31 December 2005.

The loss for the year of £381,000 (2004 - £381,000) has been transferred to reserves.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company continues to be that of a holding company. The material investments of the company are shown in note 4. The investment in the subsidiary company remains fully impaired due to that company having net liabilities.

FINANCIAL RISK MANAGEMENT

The company's financial instruments comprise the liability for the payment of dividends to the preference shareholder. The cumulative dividend will be paid when the company has sufficient distributable reserves.

EVENTS SINCE THE BALANCE SHEET DATE

On 3 March 2006, NTL Incorporated and Telewest Global, Inc. announced that they had completed the merger of the two businesses, creating the U.K.'s second largest communications company. Immediately upon the merger, NTL Incorporated was renamed NTL Holdings Inc. and Telewest Global, Inc. was renamed NTL Incorporated.

NTL Incorporated, ntl Cable PLC, ntl Investment Holdings Limited and certain of its subsidiaries and Telewest Communications Networks Limited and certain of its subsidiaries executed a Senior Facilities Agreement with a consortium of financial institutions on 3 March 2006. The new senior secured credit facility replaces the old facility and has an aggregate principal amount of £5.3 billion, comprising of £3.6 billion 5 year term loan facilities, £651 million 6.5 year term loan facilities, a \$650 million 6.5 year term loan facility, a £300 million 7 year term credit facility and a £100 million 5 year multi-currency revolving credit facility.

On 4 July 2006, NTL Incorporated acquired Virgin Mobile (UK) Holdings PLC ("Virgin Mobile"), the U.K.'s leading mobile virtual network operator with approximately 4.3 million customers and the U.K.'s fifth largest provider of mobile communication services.

NTL BOLTON CABLEVISION HOLDING COMPANY

Directors' Report

EVENTS SINCE THE BALANCE SHEET DATE (continued)

ntl Group Limited, a subsidiary of NTL Incorporated, has also entered into a long-term exclusive trademark licence agreement with Virgin Enterprises Limited pursuant to which the group intends to re-brand its combined consumer business with the Virgin brand.

The group believes that the acquisition of Virgin Mobile will enhance NTL as a scale competitor in the U.K. telecommunications industry, enabling it to become the first market participant offering an integrated "quadruple-play" product suite, which bundles mobile telephony with its existing triple-play bundle, and assist it in improving customer service by leveraging best practices from Virgin Mobile. The re-branding of the group's consumer business with the Virgin brand will bring Virgin's brand into approximately 5.0 million U.K. homes and, the group believes, will enhance consumer appeal for our range of communications services.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and thereafter were as follows:

ntl Directors Limited
ntl Secretaries Limited

The directors had no interest in the share capital of the company requiring disclosure under the Companies Act 1985. The company seeks exemption under the Companies (Disclosure of Directors' Interests) (Exceptions) Regulations 1985, 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.

NTL Incorporated has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

AUDITORS

Ernst & Young LLP will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

By order of the board



G E James
For and on behalf of ntl Secretaries Limited

24 November 2006

NTL BOLTON CABLEVISION HOLDING COMPANY
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the accounts in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NTL BOLTON CABLEVISION HOLDING COMPANY

We have audited the company's accounts for the year ended 31 December 2005, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, and the related notes 1 to 14. These accounts have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the accounts give a true and fair view, are properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with the accounts. We also report to you, if in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if the information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
London

24 November 2006

NTL BOLTON CABLEVISION HOLDING COMPANY
Profit and Loss Account
for the year ended 31 December 2005

	Notes	2005 £'000	2004 £'000
Operating profit	2	-	-
Preference share dividend	7	(381)	-
Loss on ordinary activities before taxation		<u>(381)</u>	<u>-</u>
Taxation	3	-	-
Loss on ordinary activities after taxation		<u>(381)</u>	<u>-</u>
Dividend	7	-	(381)
Loss for the financial year	9	<u>(381)</u>	<u>(381)</u>

Statement of Total Recognised Gains and Losses

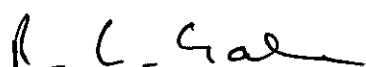
The company has no recognised gains or losses other than those reflected in the profit and loss account for the years ended 31 December 2005 and 31 December 2004.

NTL BOLTON CABLEVISION HOLDING COMPANY

Balance Sheet

as at 31 December 2005

	Notes	2005 £'000	2004 £'000
Fixed assets			
Investments	4	-	-
Current assets			
Debtors	5	-	-
Total assets less current liabilities		-	-
Creditors: amounts falling due after more than one year	6	(6,013)	-
Net liabilities		<u>(6,013)</u>	<u>-</u>
Capital and reserves			
Called up share capital	7	91,235	92,970
Share premium account	8	9	9
Profit and loss account	9	(97,257)	(92,979)
Shareholders' deficit	10	<u>(6,013)</u>	<u>-</u>
Equity interests	10	(6,013)	(5,632)
Non-equity interests	10	-	5,632
		<u>(6,013)</u>	<u>-</u>



R C Gale

For and on behalf of ntl Directors Limited

24 November 2006

NTL BOLTON CABLEVISION HOLDING COMPANY

Notes to the Accounts

for the year ended 31 December 2005

1 Accounting policies

Fundamental accounting concept

The accounts have been prepared on the going concern basis because the ultimate parent undertaking has given the necessary assurances such that sufficient resources will be made available for the foreseeable future so that the company can meet its liabilities as and when they fall due.

Accounting convention

The accounts are prepared under the historical cost convention, in accordance with applicable United Kingdom accounting standards.

Following the adoption of Financial Reporting Standard 25 "Financial Instruments: Disclosure and Presentation" (FRS 25), financial instruments issued by the company (i.e. forming part of shareholders' funds) are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or financial assets or to exchange financial assets or financial liabilities with any other party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called-up share capital and share premium exclude amounts in relation to these shares.

Finance payments associated with financial liabilities are shown on the face of the profit and loss account.

The company has taken advantage of the transitional arrangements of FRS 25 not to restate corresponding amounts in accordance with the above policy. The adjustments necessary to implement this policy have been made as at 1 January 2005. The main differences between the 2005 and 2004 bases of accounting are shown below:

Effect on the balance sheet at 1 January 2005

	£'000
Shares and accrued dividends classified as liabilities	
- falling due after more than one year	<u>(5,632)</u>
Capital and reserves	<u>(5,632)</u>

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 England and Wales which prepares group accounts (see note 13).

NTL BOLTON CABLEVISION HOLDING COMPANY

Notes to the Accounts

for the year ended 31 December 2005

1 Accounting policies (continued)

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated, but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- (a) provision is made for deferred tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only when the replacement assets are sold;
- (b) provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable; and
- (c) deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Investments

Investments are recorded at cost, less any provision for impairment.

Cash flow statement

The company has taken advantage of the exemption under FRS 1 (revised) not to prepare a cash flow statement as it is a subsidiary which is at least 90% controlled by the ultimate parent undertaking (see note 13).

2 Operating profit

The directors' and auditors' remuneration are paid by ntl Group Limited and disclosed in the accounts of ntl Cable PLC.

ntl Group Limited, a fellow group undertaking, employs most of the employees of the NTL Group. Details of staff numbers and staff costs for the group are disclosed in the accounts of ntl Group Limited. The company does not have any directly employed staff.

NTL BOLTON CABLEVISION HOLDING COMPANY
Notes to the Accounts
for the year ended 31 December 2005

3 Taxation

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2005 £'000	2004 £'000
Current tax charge:		
Current tax on income for the year	-	-
	<hr/>	<hr/>
	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>
Total tax charge on loss on ordinary activities	-	-

(b) Factors affecting current tax charge

The difference between the effective statutory rate and the actual current tax charge is reconciled as follows:

	2005 £'000	2004 £'000
Loss on ordinary activities before taxation	<hr/> (381) <hr/>	<hr/> - <hr/>
Loss on ordinary activities multiplied by the applicable statutory rate 30% (2004 - 30%)	(114)	-
Unrelieved tax losses	<hr/> 114 <hr/>	<hr/> - <hr/>
Total current tax charge	<hr/> - <hr/>	<hr/> - <hr/>

(c) Factors that may affect future tax charges

There are no factors that may affect future tax charges.

NTL BOLTON CABLEVISION HOLDING COMPANY
Notes to the Accounts
for the year ended 31 December 2005

4 Investments

**Subsidiary
undertakings
£'000**

Cost

At January and 31 December 2005

86,056

Provision for impairment

At January and 31 December 2005

86,056

Net book value

At January and 31 December 2005

-

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 as follows. All are registered in England and Wales unless otherwise noted.

<i>Subsidiary</i>	<i>Holding</i>	<i>Proportion held</i>	<i>Principal activities</i>
Direct shareholdings			
ntl CableComms Bolton	Ordinary shares	100% (i)	Telecoms
(i) unlimited company			

5 Debtors

	2005 £'000	2004 £'000
Amounts owed by parent undertakings (see below)	<u>-</u>	<u>-</u>
Amounts owed by parent undertakings	6,912	6,912
Impairment provision for amounts owed by parent undertakings	<u>(6,912)</u>	<u>(6,912)</u>
Amounts owed by parent undertakings net of impairment provisions	<u>-</u>	<u>-</u>

6 Creditors: amounts falling due after more than one year

	2005 £'000	2004 £'000
1,735,000 preference shares of £1 each	1,735	-
Preference share dividend payable	<u>4,278</u>	<u>-</u>
	<u>6,013</u>	<u>-</u>

Details of the preference shares are set out in note 7.

NTL BOLTON CABLEVISION HOLDING COMPANY

Notes to the Accounts

for the year ended 31 December 2005

7 Share capital

	2005 £'000	2004 £'000
Authorised:		
1,735,000 preference shares of £1 each	1,735	1,735
91,235,455 'A' ordinary shares of £1 each	91,235	91,235
	<u>92,970</u>	<u>92,970</u>
Allotted, called up and fully paid:		
1,735,000 preference shares of £1 each	-	1,735
91,235,455 'A' ordinary shares of £1 each	91,235	91,235
	<u>91,235</u>	<u>92,970</u>

In 2005, preference shares are shown as creditors in note 6.

Shareholders' voting rights

In the opinion of the directors, the primary rights attached to the various classes of shares are as follows:

£1 preference shares

The right to attend and speak, but not vote at all general meetings of the company.

£1 'A' ordinary shares

The right to attend, speak and vote at all general meetings of the company.

Distributable profits

Distributable profits are allocated on the following basis:

Preference Shareholder

The company's Articles of Association provide for a fixed cumulative dividend at the rate of £381,225 per annum. This dividend will accrue on a daily basis from 11 October 1994 until 11 October 2014. After payment of the preference dividend, the preference shareholder is entitled to 15% of the remaining distributable profits on winding up.

Ordinary Shareholders

After payment of the preference dividend, all ordinary shareholders are entitled to 85% of the remaining distributable profits on winding up.

Dividends

The preference dividend of £381,000 due to the non-equity shareholder for the year ended 31 December 2004 has not been declared. An appropriation equal to the dividend has been made in the profit and loss account in accordance with FRS 4 "Capital Instruments" and is shown in the Reconciliation of Shareholders' Funds and Movements on Reserves (see note 9).

The preference dividend of £381,000 due to the non-equity shareholder for the year ended 31 December 2005 has been treated as an expense in the profit and loss account in accordance with FRS 25 "Financial Instruments: Disclosure and Presentation".

NTL BOLTON CABLEVISION HOLDING COMPANY
Notes to the Accounts
for the year ended 31 December 2005

8 Share premium account

	2005 £'000	2004 £'000
At 1 January and 31 December	<u>9</u>	<u>9</u>

9 Profit and loss account

	2005 £'000	2004 £'000
At 1 January	(92,979)	(92,979)
Loss for the year	(381)	(381)
	<u>(93,360)</u>	<u>(93,360)</u>
Undeclared dividend due to non-equity shareholder	-	381
Reclassified as creditors upon adoption of FRS 25	(3,897)	-
At 31 December	<u>(97,257)</u>	<u>(92,979)</u>

Cumulative undeclared dividend due to non-equity shareholder

At 1 January	3,897	3,516
Appropriated during the year	-	381
Reclassified as creditors upon adoption of FRS 25	(3,897)	-
At 31 December	<u>-</u>	<u>3,897</u>

NTL BOLTON CABLEVISION HOLDING COMPANY

Notes to the Accounts

for the year ended 31 December 2005

10 Reconciliation of shareholders' funds and movements on reserves

	2005 £'000	2004 £'000
Loss for the year	(381)	-
Non-equity dividend not declared	-	(381)
	(381)	(381)
Reversal of non-equity dividend	-	381
Reclassified as creditors upon adoption of FRS 25	(5,632)	-
Net movement in shareholders' funds	(6,013)	-
Opening shareholders' funds	-	-
Closing shareholders' funds	(6,013)	-
Total shareholders' funds		
Equity share capital	91,235	91,235
Non-equity share capital	-	1,735
Share premium account	9	9
Profit and loss account	(97,257)	(92,979)
Total shareholders' funds	(6,013)	-
Shareholders' funds allocated to non-equity interests		
Non-equity share capital	-	1,735
Cumulative dividend not yet declared	-	3,897
	-	5,632
Shareholders' funds allocated to equity interests		
Difference between shareholders' funds and amount allocated to non-equity interests	(6,013)	(5,632)
Made up as follows:		
Equity share capital	91,235	91,235
Share premium account	9	9
Profit and loss account	(97,257)	(92,979)
Cumulative dividend due to non-equity shareholder	-	(3,897)
	(6,013)	(5,632)

11 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 2005 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £1,713 million (2004 - £2,417 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

NTL BOLTON CABLEVISION HOLDING COMPANY

Notes to the Accounts

for the year ended 31 December 2005

12 Related parties

The company has taken advantage of the exemption under FRS 8 not to disclose transactions with group undertakings as it is a subsidiary undertaking which is at least 90% controlled by the ultimate parent undertaking.

13 Parent undertaking and controlling party

The company's immediate principal parent undertaking is ntl CableComms Holdings No. 1 Limited.

The company's results are included in the group accounts of ntl Cable PLC, copies of which may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

The company's ultimate parent undertaking and controlling party at 31 December 2005 was NTL Incorporated, a company incorporated in the state of Delaware, United States of America. On 3 March 2006 NTL Incorporated executed an agreement of merger with Telewest Global, Inc. (incorporated in Delaware, USA), which resulted in NTL Incorporated being merged into a subsidiary of Telewest Global, Inc. In accordance with the terms of the merger agreement, immediately following the merger Telewest Global, Inc. was renamed NTL Incorporated and the former NTL Incorporated was renamed NTL Holdings Inc. The company's ultimate parent undertaking and controlling party therefore remains NTL Incorporated.

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

14 Post balance sheet events

On 3 March 2006, NTL Incorporated and Telewest Global, Inc. announced that they had completed the merger of the two businesses, creating the U.K.'s second largest communications company. Immediately upon the merger, NTL Incorporated was renamed NTL Holdings Inc. and Telewest Global, Inc. was renamed NTL Incorporated.

NTL Incorporated, ntl Cable PLC, ntl Investment Holdings Limited and certain of its subsidiaries and Telewest Communications Networks Limited and certain of its subsidiaries executed a Senior Facilities Agreement with a consortium of financial institutions on 3 March 2006. The new senior secured credit facility replaces the old facility and has an aggregate principal amount of £5.3 billion, comprising of £3.6 billion 5 year term loan facilities, £651 million 6.5 year term loan facilities, a \$650 million 6.5 year term loan facility, a £300 million 7 year term credit facility and a £100 million 5 year multi-currency revolving credit facility.

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The group believes that the acquisition of Virgin Mobile will enhance NTL as a scale competitor in the U.K. telecommunications industry, enabling it to become the first market participant offering an integrated "quadruple-play" product suite, which bundles mobile telephony with its existing triple-play bundle, and assist it in improving customer service by leveraging best practices from Virgin Mobile. The re-branding of the group's consumer business with the Virgin brand will bring Virgin's brand into approximately 5.0 million U.K. homes and, the group believes, will enhance consumer appeal for our range of communications services.