

COMPANY REGISTRATION NUMBER 2455631

ntl Manchester Cablevision Holding Company

Financial Statements

31 December 2007

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ntl Manchester Cablevision Holding Company

Financial Statements

Year ended 31 December 2007

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ntl Manchester Cablevision Holding Company

Company Information

The board of directors	Virgin Media Directors Limited Virgin Media Secretaries Limited
Company secretary	Virgin Media Secretaries Limited
Registered office	160 Great Portland Street London W1W 5QA
Auditor	Ernst & Young LLP 1 More London Place London SE1 2AF

ntl Manchester Cablevision Holding Company

The Directors' Report

Year ended 31 December 2007

The directors present their report and the financial statements of the company for the year ended 31 December 2007.

Principal activities

The principal activity of the company was, and will continue to be, that of a holding company. The material investments of the company are shown in note 6. The investment in the subsidiary company remains fully impaired due to that company having net liabilities.

The company is a wholly-owned subsidiary undertaking of Virgin Media Inc., which changed its name from NTL Incorporated on 6 February 2007 as part of the rebrand to Virgin Media. Virgin is one of the most recognised consumer brands in the world and gives the group a prominent profile in a crowded communications marketplace. The Virgin Media group believes that the strong heritage and reputation of the Virgin brand is a powerful competitive advantage and the Virgin Media group's distinctive approach to advertising, packaging and marketing differentiates it from the competition.

The Virgin Media group is a leading UK entertainment and communications business providing the first "quad-play" offering of television, broadband, fixed line telephone and mobile telephone services in the UK, together with one of the most advanced TV on demand services available in the UK market.

At 31 December 2007, by customer numbers, the Virgin Media group was the UK's largest residential broadband and mobile virtual network provider and the second largest provider in the UK of pay television and fixed line telephone services. The Virgin Media group believes that its advanced, deep fibre access network enables it to offer faster and higher quality broadband services than its digital subscriber line, or DSL, competitors.

Through ntl:Telewest Business, the Virgin Media group provides a complete portfolio of voice, data and internet solutions to leading businesses, public sector organisations and service providers in the UK.

Through Virgin Media Television, the Virgin Media group also provides a broad range of programming through its wholly-owned channels, such as Virgin 1, Living and Bravo; through UKTV, its joint ventures with BBC Worldwide; and through the portfolio of retail television channels operated by sit-up tv.

Results and dividends

The profit for the financial year amounted to £85,012,000 (2006 - loss of £1,025,000). The directors have not recommended an ordinary dividend (2006 - £nil).

Directors

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

Virgin Media Directors Limited
Virgin Media Secretaries Limited

On 16 February 2007, the names of ntl Directors Limited and ntl Secretaries Limited were changed to Virgin Media Directors Limited and Virgin Media Secretaries Limited respectively.

Virgin Media Inc. 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 2006. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

ntl Manchester Cablevision Holding Company

The Directors' Report *(continued)*

Year ended 31 December 2007

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

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.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Signed on behalf of the directors



R M Mackenzie

For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 1 December 2008

ntl Manchester Cablevision Holding Company

Statement of Directors' Responsibilities

Year ended 31 December 2007

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these financial statements, the directors are required to:

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

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements 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.

ntl Manchester Cablevision Holding Company

Independent Auditor's Report to the Members of ntl Manchester Cablevision Holding Company

Year ended 31 December 2007

We have audited the company's financial statements for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 13. These financial statements 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 auditor's 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 auditor

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements 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 financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we 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 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 financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

ntl Manchester Cablevision Holding Company

Independent Auditor's Report to the Members of ntl Manchester Cablevision Holding Company (continued)

Year ended 31 December 2007

Opinion

In our opinion:

- the financial statements 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 2007 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London

1 December 2008

ntl Manchester Cablevision Holding Company

Profit and Loss Account

Year ended 31 December 2007

	Note	2007 £000	2006 £000
Administrative expenses		86,037	—
Operating profit	2	86,037	—
Interest payable and similar charges	4	(1,025)	(1,025)
Profit/(loss) on ordinary activities before taxation		85,012	(1,025)
Tax on profit/(loss) on ordinary activities	5	—	—
Profit/(loss) for the financial year	12	85,012	(1,025)

All of the activities of the company are classed as continuing.

Statement of Total Recognised Gains and Losses

There are no recognised gains or losses other than the profit of £85,012,000 attributable to the shareholders for the year ended 31 December 2007 (2006 - loss of £1,025,000).

The notes on pages 9 to 15 form part of these financial statements.

ntl Manchester Cablevision Holding Company

Balance Sheet

31 December 2007

	Note	2007 £000	2006 £000
Fixed assets			
Investments	6	—	—
Current assets			
Debtors	7	86,037	—
Net current assets		86,037	—
Total assets less current liabilities		86,037	—
Creditors: Amounts falling due after more than one year	8	(13,563)	(12,538)
		<u>72,474</u>	<u>(12,538)</u>
Capital and reserves			
Called-up equity share capital	11	258,488	258,488
Profit and loss account	12	(186,014)	(271,026)
Shareholders' funds/(deficit)	12	<u>72,474</u>	<u>(12,538)</u>

These financial statements were approved by the directors on 1 December 2008 and are signed on their behalf by:



R C Gale

For and on behalf of Virgin Media Directors Limited

The notes on pages 9 to 15 form part of these financial statements.

ntl Manchester Cablevision Holding Company

Notes to the Financial Statements

Year ended 31 December 2007

1. Accounting policies

Accounting convention

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

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 13). 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.

Classification of shares as debt or equity

The company has financial instruments in the form of preference shares. As a condition of the shares there is a contractual obligation to accrue for dividends, regardless of performance. As this condition is potentially unfavourable the preference shares have been classified in the Balance Sheet as financial liabilities, rather than equity, in accordance with FRS 25 'Financial Instruments: Disclosure and Presentation'.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges.

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).

ntl Manchester Cablevision Holding Company

Notes to the Financial Statements

Year ended 31 December 2007

1. Accounting policies (continued)

Deferred taxation

Deferred tax 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:

- 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 where the replacement assets are sold; and

- 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.

Trade and other debtors

Trade and other debtors are stated at their recoverable amount. Provision is made when the amount receivable is not considered recoverable and the full amount is written off when the probability for recovery of a balance is assessed as being remote.

2. Operating profit

Operating profit is stated after charging/(crediting):

	2007	2006
	£000	£000
Release of provision against amounts due from group undertakings	(86,037)	—

The company has corporate directors which receive no remuneration.

Auditor's remuneration disclosed of £1,000 (2006 - £1,000) represents costs attributed to the company by the fellow group undertakings that pay all auditor's remuneration on behalf of the Virgin Media group. The company is exempt from disclosing additional information regarding non-audit services, as the disclosures required under Regulation 4 (1) (b) of Section 390B of the Companies Act 1985, are made in the group accounts of Virgin Media Finance PLC on a consolidated basis.

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may decrease or increase as a result of that review. For the year ended 31 December 2007, there was a release of the provision totalling £86,037,000 (2006 - £nil). The primary drivers for the change in the provisions are inter-company debt restructures and the third party valuation of the underlying assets in the Virgin Media group as at 31 December 2007.

ntl Manchester Cablevision Holding Company

Notes to the Financial Statements

Year ended 31 December 2007

3. Staff costs

The company does not have any directly employed staff and is not charged an allocation of staff costs by the Virgin Media group.

4. Interest payable and similar charges

	2007	2006
	£000	£000
Preference share dividend payable	<u>1,025</u>	<u>1,025</u>

5. Taxation on ordinary activities

(a) Analysis of charge in the year

The tax charge is made up as follows:

	2007	2006
	£000	£000
Current tax charge:		
Current tax on profit/(loss) for the year	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
	<u>-</u>	<u>-</u>
Total tax charge on profit/(loss) on ordinary activities	<u>-</u>	<u>-</u>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2006 - 30%).

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

	2007	2006
	£000	£000
Profit/(loss) on ordinary activities before taxation	<u>85,012</u>	<u>(1,025)</u>
Profit/(loss) on ordinary activities multiplied by the rate of tax	25,504	(308)
Expenses not deductible for tax purposes	308	308
Income not taxable	<u>(25,812)</u>	<u>-</u>
Total current tax (note 5(a))	<u>-</u>	<u>-</u>

(c) Factors that may affect future tax charges

There are no factors that may affect future tax charges.

ntl Manchester Cablevision Holding Company

Notes to the Financial Statements

Year ended 31 December 2007

6. Investments

	Subsidiary undertakings
	£000
Cost	
At 1 January 2007 and 31 December 2007	<u>80,143</u>
Value impaired	
At 1 January 2007 and 31 December 2007	<u>80,143</u>
Net book value	
At 31 December 2007	-
At 31 December 2006	-

Details of the company's operating subsidiary, which is unlisted, are as follows:

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Holdings</i>	<i>Proportion Held</i>	<i>Nature of Business</i>
ntl CableComms Greater Manchester	UK	Ordinary	99% #	Telecoms

Unlimited company

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 its subsidiary undertaking on the basis that its result is included in the group accounts of Virgin Media Finance PLC (see note 13).

7. Debtors

	2007	2006
	£000	£000
Amounts owed by group undertakings	<u>86,037</u>	-

Amounts owed by group undertakings are interest free and stated after deducting an impairment provision of £92,308,000 (2006 - £178,345,000). Amounts owed by group undertakings are repayable on demand but are not expected to be recovered in full within one year.

8. Creditors: Amounts falling due after more than one year

	2007	2006
	£000	£000
Preference share dividend payable	13,555	12,530
Amounts owed to group undertakings	8	8
2 Preference shares of £1 each	-	-
	<u>13,563</u>	<u>12,538</u>

Details of the preference shares are set out in note 11. Amounts due to group undertakings are unsecured, interest free and repayable on demand but are not expected to be repaid within five years.

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Notes to the Financial Statements

Year ended 31 December 2007

9. 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 2007, the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £4,905 million (2006 - £5,125 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.

10. Related party transactions

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.

11. Share capital

Authorised share capital:

	2007	2006
	£000	£000
254,487,912 Ordinary 'A' shares of £1 each	254,488	258,488
2 Preference shares of £1 each	-	-
	<u>254,488</u>	<u>258,488</u>

Allotted, called up and fully paid:

	2007		2006	
	No	£000	No	£000
Ordinary 'A' shares of £1 each	<u>258,487,912</u>	<u>258,488</u>	<u>258,487,912</u>	<u>258,488</u>

ntl Manchester Cablevision Holding Company

Notes to the Financial Statements

Year ended 31 December 2007

11. Share capital *(continued)*

The preference shares are classified as a liability under FRS 25 and shown in note 8.

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 shareholders

The company's Articles of Association provide for a fixed cumulative dividend at the rate of £1,025,000 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 £1,025,000 due to the non-equity shareholder for each of the years ended 31 December 2006 and 2007 has been treated as an expense in the profit and loss account in accordance with FRS 25 'Financial Instruments: Disclosure and Presentation'.

12. Reconciliation of shareholders' funds and movement on reserves

	Share capital	Profit and loss	Total share-
	£000	account	holders' funds
	£000	£000	£000
At 1 January 2006	258,488	(270,001)	(11,513)
Loss for the year	—	(1,025)	(1,025)
At 31 December 2006 and 1 January 2007	258,488	(271,026)	(12,538)
Profit for the year	—	85,012	85,012
At 31 December 2007	258,488	(186,014)	72,474

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Notes to the Financial Statements

Year ended 31 December 2007

13. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl CableComms Holdings No. 1 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 2007 was Virgin Media Inc., a company incorporated in the state of Delaware, United States of America. Virgin Media Inc. changed its name from NTL Incorporated on 6 February 2007.

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.