

COMPANY REGISTRATION NUMBER 3709840

ntl CableComms Holdings No. 2 Limited

Financial Statements

31 December 2007

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ntl CableComms Holdings No. 2 Limited

Balance Sheet

31 December 2007

	Note	2007 £000	2006 £000
Fixed assets			
Investments	3	<u>1</u>	<u>1</u>
Total assets less current liabilities		<u>1</u>	<u>1</u>
Capital and reserves			
Called-up equity share capital	5	<u>1</u>	<u>1</u>
Shareholders' funds		<u>1</u>	<u>1</u>

Statements:

- (a) For the year ended 31 December 2007 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 30 October 2008 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 CableComms Holdings No. 2 Limited

Notes to the Financial Statements

Year ended 31 December 2007

1. Dormant status

The company was dormant (within the meaning of Section 249AA of the Companies Act 1985) throughout the year ended 31 December 2007. 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.

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 6).

Investments

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

3. Investments

	Subsidiary undertakings
	£000
Cost	
At 1 January 2007 and 31 December 2007	1
Net book value	
At 31 December 2007	1
At 31 December 2006	1

This represents an investment in the following unlisted subsidiary undertakings:

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Holdings</i>	<i>Proportion</i>	<i>Nature of Business</i>
ntl CableComms Bromley	UK	Ordinary	100%	Telecoms
ntl CableComms Solent	UK	Ordinary	100%	Telecoms
ntl CableComms Surrey	UK	Ordinary	100%	Telecoms
ntl CableComms Sussex	UK	Ordinary	100%	Telecoms
ntl CableComms Wessex	UK	Ordinary	100%	Telecoms

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 results for the year for its subsidiary undertakings on the basis that their results are included in the group accounts of Virgin Media Finance PLC (see note 6).

ntl CableComms Holdings No. 2 Limited

Notes to the Financial Statements

Year ended 31 December 2007

4. 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.

5. Share capital

Authorised share capital:

	2007	2006
	£000	£000
1,000 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

Allotted, called up and fully paid:

	2007		2006	
	No	£000	No	£000
Ordinary shares of £1 each	<u>1,000</u>	<u>1</u>	<u>1,000</u>	<u>1</u>

6. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl South CableComms Management, Inc, a company incorporated in the state of Delaware, United States of America.

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.