

**ntl CableComms Holdings No. 2 Limited**  
**Financial Statements**  
**31 December 2010**

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**ntl CableComms Holdings No. 2 Limited****Balance Sheet****31 December 2010**

	Note	2010 £000	2009 £000
<b>Fixed assets</b>			
Investments	3	<u>1</u>	<u>1</u>
<b>Current assets</b>			
Debtors	4	58,976	58,976
<b>Creditors: Amounts falling due within one year</b>	5	<u>(58,976)</u>	<u>(58,976)</u>
<b>Net current assets</b>		-	-
<b>Total assets less current liabilities</b>		<u>1</u>	<u>1</u>
<b>Capital and reserves</b>			
Called-up equity share capital	7	<u>1</u>	<u>1</u>
<b>Total shareholders' funds</b>		<u>1</u>	<u>1</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 2010 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
- (i) ensuring the company keeps accounting records in accordance with Section 386, 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 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 financial statements were approved by the directors on <sup>24</sup> August 2011 and are signed on their behalf by



R C Gale  
Director

The notes on pages 3 to 6 form part of these financial statements.

# ntl CableComms Holdings No. 2 Limited

## Notes to the Financial Statements

Year ended 31 December 2010

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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 2010. 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

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below.

#### *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.

#### *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 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. 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

	<b>Subsidiary undertakings</b>
	<b>£000</b>
<b>Cost</b>	
At 1 January 2010 and 31 December 2010	1
	<hr/>
<b>Net book value</b>	
At 31 December 2010 and 31 December 2009	1
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In the opinion of the directors the aggregate value of the investments in subsidiary undertakings is not less than the amount at which they are stated in the financial statements.

# ntl CableComms Holdings No. 2 Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 3. Investments (continued)

This represents an investment in the following unlisted subsidiary undertakings

Name of Company	Country of Incorporation	Holdings	Proportion Held	Nature of Business
ntl CableComms Bromley	UK	£1 00 'A' Ordinary	100%	Telecoms
ntl CableComms Bromley	UK	£0 10 'B' Ordinary	97%	Telecoms
ntl CableComms Solent	UK	£1 00 'A' Ordinary	100%	Telecoms
ntl CableComms Solent	UK	£0 10 'B' Ordinary	97%	Telecoms
ntl CableComms Surrey	UK	£1 00 'A' Ordinary	100%	Telecoms
ntl CableComms Surrey	UK	£0 10 'B' Ordinary	97%	Telecoms
ntl CableComms Sussex	UK	£1 00 'A' Ordinary	100%	Telecoms
ntl CableComms Sussex	UK	£0 10 'B' Ordinary	97%	Telecoms
ntl CableComms Wessex	UK	£1 00 'A' Ordinary	100%	Telecoms
ntl CableComms Wessex	UK	£0 10 'B' Ordinary	97%	Telecoms

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 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 8)

### 4. Debtors

	2010	2009
	£000	£000
Amounts owed by group undertakings	<u>58,976</u>	<u>58,976</u>

Amounts owed by group undertakings are interest free and stated after deducting an impairment provision of £1,573,000 (2009 - £1,573,000). Amounts owed by group undertakings are repayable on demand but are not expected to be recovered in full within one year. The reported book values of these debtors are potentially £27,794,000 (2009 - £30,998,000) in excess of their fair values, which are estimated to be £31,182,000 (2008 - £27,978,000) at the balance sheet date.

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

	2010	2009
	£000	£000
Amounts owed to group undertakings	<u>58,976</u>	<u>58,976</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

# ntl CableComms Holdings No. 2 Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 6. 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 2010 this comprised a term facility of £1,675 million and a revolving facility of £250 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 2010 amounted to approximately £1,495 million (2009 - £nil). Borrowings under the notes are secured against the assets of certain members of the group including those of the company.

On 3 March 2011 Virgin Media Secured Finance PLC, a fellow group undertaking, issued £957 million equivalent aggregate principal amount of senior secured notes due in 2021. The notes are split into a \$500 million US dollar denominated tranche and a £650 million sterling denominated tranche. The notes will rank pari passu with Virgin Media's senior secured credit facility and its existing senior secured notes due in 2018 and, subject to certain exceptions, share in the same guarantees and security granted in favour of its senior secured credit facility and its existing senior secured notes due in 2018. The net proceeds from the issuance of the senior secured notes were in part used to repay £900 million of the group's obligations under its senior secured credit facility.

On 20 May 2011, the senior secured credit facility was amended to reduce the margins payable, reduce the outstanding loan balance by £25 million and increase the revolving credit facility from £250 million to £450 million.

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

### 7. Share capital

#### Authorised share capital:

	2010	2009
	£000	£000
1,000 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

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

	2010		2009	
	No	£000	No	£000
Ordinary shares of £1 each	<u>1,000</u>	<u>1</u>	<u>1,000</u>	<u>1</u>

## **ntl CableComms Holdings No. 2 Limited**

### **Notes to the Financial Statements**

**Year ended 31 December 2010**

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#### **8. 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 into which the company's accounts are consolidated are Virgin Media Finance PLC & Virgin Media Inc , respectively

The company's ultimate parent undertaking and controlling party at 31 December 2010 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