

**COMPANY REGISTRATION NUMBER 4257717**

**Interactive Digital Sales Limited**

**Financial Statements**

**31 December 2008**

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# **Interactive Digital Sales Limited**

## **Financial Statements**

**Year ended 31 December 2008**

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# **Interactive Digital Sales Limited**

## **Company Information**

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

# **Interactive Digital Sales Limited**

## **The Directors' Report**

**Year ended 31 December 2008**

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The directors present their report and the financial statements of the company for the year ended 31 December 2008.

### **Principal activities and business review**

The principal activity of the company during the year was, and will continue to be, to act as agent in the sale of advertising airtime on behalf of channels within the Virgin Media Television group, UKTV and external companies.

The company is a wholly-owned subsidiary undertaking of Virgin Media Inc. The Virgin Media group is a leading UK entertainment and communications business providing a "quad-play" offering of television, broadband, fixed line telephone and mobile telephone services.

At 31 December 2008, by customer numbers, the Virgin Media group was the UK's largest residential broadband provider and mobile virtual network provider and the second largest provider in the UK of pay television and fixed line telephone services by number of customers. The group owned and operated cable networks that passed approximately 12.6 million homes in the UK and at 31 December 2008 provided services to approximately 4.8 million cable customers on its network, approximately 56% of which were "triple-play" customers, receiving broadband, television and fixed line telephone services. In addition, at 31 December 2008 the Virgin Media group provided mobile telephone services to 2.7 million pre-pay customers and 0.6 million contract customers over third party networks.

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. As a result it provides its customers with leading next generation broadband service and one of the most advanced TV on-demand services available in the UK market.

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 Virgin1, Living and Bravo; and through UKTV, its joint ventures with BBC Worldwide.

# Interactive Digital Sales Limited

## The Directors' Report *(continued)*

Year ended 31 December 2008

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### Principal activities and business review *(continued)*

Turnover represents costs recharged to other companies for which the company acts as agent, and as such is dependent on the amount of costs incurred to generate the revenue for those companies.

Distribution costs have decreased by 5.3% to £3,165,000 for the year ended 31 December 2008 from £3,343,000 in 2007. This was predominantly due to a reduction in the staff costs recharged by a fellow group undertaking.

Administrative expenses have decreased by 3.2% to £5,565,000 for the year ended 31 December 2008 from £5,748,000 in 2007. This was predominantly due to a reduction in the staff costs recharged by a fellow group undertaking.

The company reported a decrease in net current liabilities and net liabilities as at 31 December 2008 as a result of normal operations. No external finance was arranged or settled and there was no movement in the called up equity share capital of the company as at 31 December 2008. Operations were financed through the company's own working capital and inter-company balances with fellow group undertakings.

### Results and dividends

The profit for the financial year amounted to £379,000 (2007 - loss of £147,000). The directors have not recommended an ordinary dividend (2007 - £nil).

### Financial risk management

The company's operations expose it to a variety of financial risks that include liquidity, interest rate and credit risks.

#### *Liquidity risk*

The Virgin Media group manages its financial risk via secure, long-dated and cost-effective funding for the group's operations in order to minimise the adverse effects of fluctuations in the financial markets on the value of its financial assets and liabilities, profitability and cash flows.

The Virgin Media group's external debt is used to satisfy the funding requirements of group undertakings via inter-company loans on terms which generally match those of the external debt. In addition, working capital is managed centrally within the Virgin Media group creating further inter-company trading balances, on terms which are generally interest free.

#### *Credit risk*

Credit risk is the risk that one party to a transaction will cause a financial loss for the other party by failing to discharge an obligation. The company's policies are aimed at minimising such losses, by generally requiring that customers satisfy credit worthiness criteria.

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may increase or decrease as a result of that review.

The directors will revisit the appropriateness of these policies should the company's operations change in size or nature.

### Directors

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

Virgin Media Directors Limited  
Virgin Media Secretaries Limited

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.

# Interactive Digital Sales Limited

## The Directors' Report *(continued)*

Year ended 31 December 2008

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### 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.

Signed on behalf of the directors



R M Mackenzie  
For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 26 October 2009

# **Interactive Digital Sales Limited**

## **Statement of Directors' Responsibilities**

**Year ended 31 December 2008**

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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.

# **Interactive Digital Sales Limited**

## **Independent Auditor's Report to the Member of Interactive Digital Sales Limited**

**Year ended 31 December 2008**

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We have audited the company's financial statements for the year ended 31 December 2008 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, 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 member 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 member those matters we are required to state to it 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 member, 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 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.



# Interactive Digital Sales Limited

Independent Auditor's Report to the Member of Interactive Digital Sales Limited *(continued)*

Year ended 31 December 2008

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## 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 2008 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

26 October 2009

# Interactive Digital Sales Limited

## Profit and Loss Account

Year ended 31 December 2008

	Note	2008 £000	2007 £000
<b>Turnover</b>		<b>11,362</b>	10,727
Cost of sales		(2,253)	(1,783)
<b>Gross profit</b>		<b>9,109</b>	8,944
Distribution costs		(3,165)	(3,343)
Administrative expenses		(5,565)	(5,748)
<b>Operating profit/(loss)</b>	<b>2</b>	<b>379</b>	(147)
Attributable to:			
Operating profit/(loss) before exceptional items		353	(156)
Exceptional items	<b>2</b>	26	9
		<b>379</b>	(147)
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>379</b>	(147)
Tax on profit/(loss) on ordinary activities	<b>4</b>	—	—
<b>Profit/(loss) for the financial year</b>	<b>12</b>	<b>379</b>	(147)

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 £379,000 attributable to the shareholder for the year ended 31 December 2008 (2007 - loss of £147,000).

The notes on pages 10 to 16 form part of these financial statements.

# Interactive Digital Sales Limited

## Balance Sheet

31 December 2008

	Note	2008 £000	2007 £000
<b>Fixed assets</b>			
Tangible assets	5	507	777
Investments	6	19	19
		<u>526</u>	<u>796</u>
<b>Current assets</b>			
Debtors due within one year	7	5,479	4,859
<b>Creditors: Amounts falling due within one year</b>	8	<u>7,326</u>	<u>7,355</u>
<b>Net current liabilities</b>		(1,847)	(2,496)
<b>Total assets less current liabilities</b>		<u>(1,321)</u>	<u>(1,700)</u>
<b>Capital and reserves</b>			
Share capital	11	-	-
Profit and loss account	12	(1,321)	(1,700)
<b>Deficit</b>	12	<u>(1,321)</u>	<u>(1,700)</u>

These financial statements were approved by the directors on 26 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 10 to 16 form part of these financial statements.

# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

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### 1. Accounting policies

#### *Basis of accounting*

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

#### *Investments*

Investments held as fixed assets are 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).

#### *Turnover*

Turnover represents the amounts re-charged to fellow subsidiary undertakings and external companies for costs incurred by the company on their behalf during the year.

#### *Tangible fixed assets*

Depreciation is provided on all tangible fixed assets, other than land, so as to write off the cost of a tangible fixed asset, less its estimated residual value, on a straight line basis over the useful economic life of that asset as follows:

Fixtures & Fittings	4 - 6 years
Electronic Equipment	4 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

#### *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.

# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

### 1. Accounting policies (*continued*)

#### *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.

#### *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.

### 2. Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting):

	2008 £000	2007 £000
Depreciation of owned fixed assets	402	453
Auditor's remuneration		
- as auditor	1	1
Exceptional item:		
Release of provision against amounts due from group undertakings	(26)	(9)

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. The impairment review of inter-company indebtedness as at 31 December 2008 concluded that a release of the provision against amounts due from group undertakings totalling £26,000 should be made (2007 - release of £9,000). The primary drivers for the change in the provision were an inter-company debt restructure and the third party valuation of the underlying assets in the Virgin Media group as at 31 December 2008.

The company has corporate directors which receive no remuneration.

Certain expenses are specifically attributable to the company. Where costs are incurred by other group companies on behalf of the company, expenses are allocated to the company on a basis that, in the opinion of the directors, is reasonable.

Auditor's remuneration disclosed above represents costs allocated 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.

### 3. Staff costs

Virgin Media Television Limited, a fellow group undertaking, employs most of the employees of the content segment of the Virgin Media Group. Details of staff numbers and staff costs that include those of the company are disclosed in the financial statements of Virgin Media Television Limited. The company does not have any directly employed staff.

# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

### 4. Taxation on ordinary activities

#### *(a) Analysis of charge in the year*

The tax charge is made up as follows:

	2008 £000	2007 £000
<b>Current tax charge:</b>		
Current tax on profit/(loss) for the year	-	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	-
Total tax charge/(credit) on profit/(loss) on ordinary activities	-	-

#### *(b) Factors affecting current tax charge*

The tax assessed on the profit/(loss) on ordinary activities for the year differs from the standard rate of corporation tax in the UK. In 2008 the average tax rate was 28.50% (2007 - 30%).

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

	2008 £000	2007 £000
Profit/(loss) on ordinary activities before taxation	379	(147)
Profit/(loss) on ordinary activities multiplied by the rate of tax	108	(44)
Expenses not deductible for tax purposes	244	50
Capital allowances for period in excess of depreciation	-	136
Income not taxable	(7)	-
Group relief claimed without payment	(345)	(142)
Total current tax (note 4(a))	-	-

#### *(c) Factors that may affect future tax charges*

Deferred tax assets in respect of the following amounts have not been recognised as there is currently no persuasive evidence that there will be suitable taxable profits against which these timing differences will reverse.

	2008 £000	2007 £000
Depreciation in excess of capital allowances	1,661	1,681

The UK Corporation tax rate decreased from 30% to 28% from 1 April 2008. This rate change will affect the amount of future tax payments to be made by the company. The unprovided deferred tax assets reflect this change.

# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

### 5. Tangible fixed assets

	Fixtures & Fittings £000	Electronic equipment £000	Total £000
<b>Cost</b>			
At 1 January 2008	12	6,769	6,781
Additions	—	132	132
<b>At 31 December 2008</b>	<b>12</b>	<b>6,901</b>	<b>6,913</b>
<b>Depreciation</b>			
At 1 January 2008	3	6,001	6,004
Charge for the year	2	400	402
<b>At 31 December 2008</b>	<b>5</b>	<b>6,401</b>	<b>6,406</b>
<b>Net book value</b>			
<b>At 31 December 2008</b>	<b>7</b>	<b>500</b>	<b>507</b>
At 31 December 2007	9	768	777

### 6. Investments

	Investment £000
<b>Cost</b>	
At 1 January 2008 and 31 December 2008	19
<b>Net book value</b>	
At 31 December 2008 and 31 December 2007	19

The investment is a 12.5% share of Clearcast Limited, a company providing support and regulatory clearance of television advertisements to broadcasters and media agencies.

# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

### 7. Debtors

	2008	2007
	£000	£000
Amounts owed by group undertakings	3,704	3,375
Other debtors	321	173
Other prepayments and accrued income	1,454	1,311
	<u>5,479</u>	<u>4,859</u>

Amounts owed by group undertakings are:-

	2008	2007
	£000	£000
Amounts owed by group undertakings	3,709	3,406
Impairment provision	(5)	(31)
	<u>3,704</u>	<u>3,375</u>

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

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

	2008	2007
	£000	£000
Amounts owed to group undertakings	—	50
Other creditors	2,304	2,795
Accruals and deferred income	5,022	4,510
	<u>7,326</u>	<u>7,355</u>

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

### 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 amount outstanding, which as at 31 December 2008 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.

On 3 June 2009 and 21 July 2009 Virgin Media Finance PLC, a parent undertaking, issued 9.5% Senior Notes due in 2016. The proceeds of the issues, together with existing cash balances, were used to repay £1,012.1 million of the Virgin Media group's obligations under its senior credit facility.

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



# Interactive Digital Sales Limited

## Notes to the Financial Statements

Year ended 31 December 2008

### 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.

During the year, the company acted as an agent for channels operating under the UKTV brand name, selling advertising space on their channels. The UKTV companies are owned 50% by a fellow group undertaking and 50% by BBC Worldwide Limited. The value of advertising space sold on behalf of the UKTV portfolio of channels was £118,490,000 (2007 - £110,721,000). Costs of £6,308,000 (2007-£6,141,000) were recharged by the company to UKTV.

As the company acts as an agent, the revenue disclosed above is not reflected in the Profit and Loss Account of the company. There are no amounts due to or from the company in relation to related parties at the end of the year (2007 - £nil).

### 11. Share capital

#### Authorised share capital:

	2008	2007
	£000	£000
1,000 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

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

	2008		2007	
	No	£000	No	£000
Ordinary shares of £1 each	<u>2</u>	<u>-</u>	<u>2</u>	<u>-</u>

### 12. Reconciliation of shareholder's funds and movement on reserves

	Profit and loss account £000
At 1 January 2007	(1,553)
Loss for the year	<u>(147)</u>
At 31 December 2007 and 1 January 2008	(1,700)
Profit for the year	<u>379</u>
At 31 December 2008	<u>(1,321)</u>

# **Interactive Digital Sales Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2008**

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### **13. Parent undertaking and controlling party**

The company's immediate parent undertaking is Flextech Broadband 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.