COMPANY REGISTRATION NUMBER 1745542

Windsor Television Limited

Financial Statements

31 December 2008

Windsor Television Limited

Financial Statements

Year ended 31 December 2008

Contents | **Pages**

Windsor Television Limited

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

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, the provision of cable television, telephony, internet and other telecommunication services and to run certain of the telecommunication systems over which they are provided.

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.

Principal activities and business review *(continued)*
Turnover for the company has decreased by 45.0% to £9,400,000 for the year ended 31 December 2008 from £17,091,000 in 2007. The decrease is predominantly due to a decline in business revenues to £7,310,000 (2007 - £13,905,000), due to a reduction in the amounts deemed to be attributable to the geographical region served by the company. In addition, revenue generated from sales to residential customers has fallen to £2,090,000 (2007 - £3,186,000) primarily due to fewer customers subscribing to television and telephony services and, to a lesser extent, to reduced telephony usage and higher price discounting to stimulate customer activity and retention in light of competitive factors in the market place. In addition, during 2007 the Virgin Media group took significant steps to increase alignment of the prices paid by existing customers with the prices paid by new customers, the full year impact of which has been reflected in 2008. Partially offsetting these decreases have been increases in revenue from selective telephony price increases.

Gross profit margins have increased to 70.7% for the year ended 31 December 2008 from 68.3% in 2007. The increase was predominantly due to the decline in the company's business revenues, which generally earn a lower margin than residential revenues.

Selected statistics for residential cable customers served by the company at 31 December 2008 and 31 December 2007 are shown in the table below:

Year ended 31 December	**2008**	2007
Revenue generating units:		
Television	**1,500**	2,200
Fixed-line telephone	**5,800**	7,600
Broadband	**400**	400
Total	**7,700**	10,200
Total customers	**6,300**	8,300

Each television, telephone and broadband internet subscriber directly connected to the company's network counts as one revenue generating unit (RGU). Accordingly, a subscriber who receives both telephone and television services counts as two RGUs. RGUs may include subscribers receiving some services for free or at a reduced rate in connection with promotional offers.

Administrative expenses decreased by 20.9% in 2008 over 2007 mainly due to reduced operating activities as described above.

Operating profit has moved from an operating profit of £686,000 in 2007 to an operating loss of £2,041,000 in 2008 predominantly due to the reasons stated above.

The company reported a movement to net current assets from net current liabilities and an increase in net liabilities for the year ended 31 December 2008 as a result of normal operations and the reclassification of amounts due to group undertakings from current to non-current. During the year, no external finance was arranged or settled and there was no movement in the called up equity share capital of the company. Operations were financed through the company's inter-company balances with fellow group undertakings.

Future developments
The Virgin Media group's deep fibre access network has enabled it to take a leading position in the roll-out of next generation broadband access technologies in the UK. During 2008 the Virgin Media group further invested in its cable network with the deployment of the next generation of wideband cable broadband technology, which significantly increased both upstream and downstream transmissions speeds. This technology enables the Virgin Media group to offer high-speed broadband services of 50Mb and higher and provides a platform for incremental upgrades in line with consumer demand. The investment in the next generation broadband access technologies is the latest in a series of infrastructure investments to support its position at the forefront of communications and entertainment services in the UK. In 2009, the group expects to complete the roll-out of wideband cable broadband technology, allowing 50Mb services to be made available to over 96% of its network.

Results and dividends
The loss for the financial year amounted to £5,834,000 (2007 - loss of £3,175,000). 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, including the repayment date and interest rate, 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.

Interest rate risk
The group's policy is to manage its interest cost using a mix of fixed and variable rate financial instruments and to hedge all or part of the exposure to increased interest rates. The group's policy is not to hedge against interest rate risk in respect of inter-company debt. However, the company may reduce all or part of the risk by loaning funds to other group undertakings and charging interest at the same rate as the original borrowing.

The company's financial instruments mainly comprise interest bearing inter-company debt and as a result it is subject to the risk that interest rates will be increased.

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 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.

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. Mackenzie

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

Approved by the directors on 2 October 2009

Windsor Television Limited

Statement of Directors' Responsibilities

Year ended 31 December 2008

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.

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 18. 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.

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 loss 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

2 October 2009

Windsor Television Limited

Profit and Loss Account

Year ended 31 December 2008

	Note	2008 £000	2007 £000
Turnover		**9,400**	17,091
Cost of sales		**(2,754)**	(5,417)
Gross profit		**6,646**	11,674
Administrative expenses		**(8,687)**	(10,988)
Operating (loss)/profit	**2**	**(2,041)**	686
Attributable to:			
Operating (loss)/profit before exceptional items		**(1,962)**	829
Exceptional items	**2**	**(79)**	(143)
		(2,041)	686
Interest receivable	**4**	**12,643**	–
Interest payable and similar charges	**5**	**(16,436)**	(3,861)
Loss on ordinary activities before taxation		**(5,834)**	(3,175)
Tax on loss on ordinary activities	**6**	**–**	–
Loss for the financial year	**17**	**(5,834)**	(3,175)

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 loss of £5,834,000 attributable to the shareholder for the year ended 31 December 2008 (2007 - loss of £3,175,000).

The notes on pages 11 to 19 form part of these financial statements.

Windsor Television Limited

Balance Sheet

31 December 2008

	Note	2008 £000	2007 £000
Fixed assets			
Tangible assets	7	**41,627**	46,874
Investments	8	**–**	–
		41,627	46,874
Current assets			
Debtors due within one year	9	**14,519**	9,210
Debtors due after one year	9	**155,710**	–
		170,229	9,210
Creditors: Amounts falling due within one year	10	**(21,171)**	(180,421)
Net current assets/(liabilities)		**149,058**	(171,211)
Total assets less current liabilities		**190,685**	(124,337)
Creditors: Amounts falling due after more than one year	11	**(321,589)**	–
Provisions for liabilities	13	**–**	(733)
		(130,904)	(125,070)
Capital and reserves			
Called-up equity share capital	16	**826**	826
Share premium account	17	**6,871**	6,871
Profit and loss account	17	**(138,601)**	(132,767)
Deficit	17	**(130,904)**	(125,070)

These financial statements were approved by the directors on 2 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 11 to 19 form part of these financial statements.

1. Accounting policies

Accounting convention
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.

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 18). 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.

Cashflow
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 18).

Turnover
Turnover represents the value of services provided, stated net of Value Added Tax, and is attributable to continuing activities, being the provision of cable television, telephony, internet and other telecommunication services and to run certain of the telecommunication systems over which they are provided, all of which is derived from operations in the United Kingdom. The directors consider this to be a single class of business.

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:

Network assets	3 - 30 years
Other fixed assets:	
- Freehold property	30 years
- Other	3 - 12 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.

Finance leases
Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account at a constant rate of charge on the balance of capital repayments outstanding, and the capital element which reduces the outstanding obligation for future instalments.

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.

Provisions for liabilities
A provision is recognised when the group has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for the expected cost of dilapidations to leasehold properties are charged against profits when the cost of returning a property to its original state can be reliably estimated. When the effect of the time value of money is material provisions are discounted using a rate that reflects the risks specific to the liability. Where discounting is used, the unwinding of the discount is expensed as incurred and recognised in profit and loss as an interest expense.

2. Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	2008	2007
	£000	£000
Depreciation of owned fixed assets	**4,873**	4,869
Depreciation of assets held under finance lease agreements	**41**	73
Loss on disposal of fixed assets	**11**	–
Auditor's remuneration		
- as auditor	**1**	2
Exceptional item:		
Reorganisation costs	**79**	143

2. Operating (loss)/profit *(continued)*

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.

During 2008 the Virgin Media group commenced the implementation of a restructuring plan aimed at driving further improvements in operational performance and eliminating inefficiencies in order to create a fully-integrated, customer focused organisation. Reorganisation costs for the year ended 31 December 2008 related primarily to the company's share of contract and lease exit costs in connection with this restructuring plan.

Reorganisation costs for the year ended 31 December 2007 mainly represented the company's allocation of redundancy and property exit costs resulting from the group's ongoing restructuring programme following the merger of the NTL group with the Telewest group.

3. Staff costs

The company does not have any directly employed staff but is charged an allocation of staff costs by the Virgin Media group. Details of staff numbers and staff costs are disclosed in the group accounts of Virgin Media Finance PLC.

4. Interest receivable

	2008	2007
	£000	£000
Interest from group undertakings	12,643	–

5. Interest payable and similar charges

	2008	2007
	£000	£000
Finance lease interest charges	1	7
Unwinding of lease dilapidations provision	–	83
Interest payable on amounts owed to group undertakings	16,435	3,771
	16,436	3,861

6. Taxation

(a) Analysis of charge in the year

The tax charge is made up as follows:

	2008 £000	2007 £000
Current tax charge:		
Current tax on loss for the year	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Total tax credit on loss on ordinary activities	-	-

(b) Factors affecting current tax charge

The tax assessed on the 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
Loss on ordinary activities before taxation	(5,834)	(3,175)
Loss on ordinary activities multiplied by the rate of tax	(1,663)	(953)
Expenses not deductible for tax purposes	4	19
Decelerated capital allowances	1,297	1,430
Utilisation of tax losses	-	(496)
Short term timing differences	(42)	-
Group relief surrendered without payment	404	-
Total current tax (note 6(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
Tax losses	8,916	8,736
Capital allowances in excess of depreciation	21,277	20,055
	30,193	28,791

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.

7. Tangible fixed assets

	Network £000	Other £000	Total £000
Cost			
At 1 January 2008	172,226	5,085	177,311
Additions	1,795	18	1,813
Disposals	(858)	–	(858)
Transfers	(2,052)	(1,827)	(3,879)
At 31 December 2008	171,111	3,276	174,387
Depreciation			
At 1 January 2008	125,537	4,900	130,437
Charge for the year	4,885	29	4,914
On disposals	(847)	–	(847)
Transfers	–	(1,744)	(1,744)
At 31 December 2008	129,575	3,185	132,760
Net book value			
At 31 December 2008	41,536	91	41,627
At 31 December 2007	46,689	185	46,874

Transfers are to other group undertakings.

Included in "Other" are the following net book values of land and buildings:

	2008 £'000	2007 £'000
Freehold	60	168

Finance lease agreements

Included within the net book value of £41,627,000 is £nil (2007 - £41,000) relating to assets held under finance lease agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £41,000 (2007 - £73,000).

8. Investments

	Subsidiary undertakings £000
Cost	
At 1 January 2008 and 31 December 2008	25
Value impaired	
At 1 January 2008 and 31 December 2008	25
Net book value	
At 31 December 2008 and 31 December 2007	-

8. Investments *(continued)*

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 each of the subsidiary undertakings on the basis that their results are included in the group accounts of Virgin Media Finance PLC (see note 18).

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 dormant.

9. Debtors

	2008	2007
	£000	£000
Trade debtors	**298**	4,799
Amounts owed by group undertakings	**168,353**	–
Other debtors	**647**	158
Prepayments and accrued income	**931**	4,253
	170,229	9,210

The debtors above include the following amounts falling due after more than one year:

	2008	2007
	£000	£000
Amounts owed by group undertakings	**155,710**	–

Amounts owed by group undertakings are:-

	2008	2007
	£000	£000
Loans advanced to group undertakings	**155,710**	–
Interest receivable from loans to group undertakings	**12,643**	–
	168,353	–

Loans advanced to group undertakings are unsecured and are repayable on demand but are not expected to be repaid in full within one year. The rate of interest on the loans ranged from nil% to 8.4%.

Interest receivable is unsecured, interest free and is repayable on demand.

10. Creditors: Amounts falling due within one year

	2008	2007
	£000	£000
Trade creditors	–	2,403
Amounts owed to group undertakings	16,435	163,870
Finance lease agreements	–	23
Other creditors	38	1,891
Accruals and deferred income	4,698	12,234
	21,171	180,421

Amounts due to group undertakings are unsecured, repayable on demand and interest free (2007 - interest ranged from nil% to 6.7%).

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

	2008	2007
	£000	£000
Amounts owed to group undertakings	321,507	–
Accruals and deferred income	82	–
	321,589	–

Amounts owed to group undertakings are:-

	2008	2007
	£000	£000
Loans advanced by group undertakings	205,513	–
Other amounts owed to group undertakings	115,994	–
Total	321,507	–

Loans advanced by group undertakings are unsecured and repayable on demand but are not expected to be repaid in full within five years. The rate of interest on the amounts advanced ranged from nil% to 8.4%.

Other amounts owed to group undertakings are unsecured, interest free and repayable on demand but are not expected to be repaid in full within five years.

12. Commitments under finance lease agreements

Future commitments under finance lease agreements are as follows:

	2008	2007
	£000	£000
Amounts payable within 1 year	-	23
	-	23

13. Other provisions

	2008
	£000
Dilapidations to leasehold properties:	
Balance brought forward	733
Movement for year	(733)
	-

This provision represented the expected cost of dilapidation to the company's leasehold properties. At the start of the year the provision was transferred to the fellow group undertaking, Virgin Media Limited.

14. 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.

15. 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.

16. Share capital

Authorised share capital:

	2008	2007
	£000	£000
5,800,000 Ordinary shares of £0.25 each	1,450	1,450

Allotted, called up and fully paid:

	2008		2007	
	No	£000	No	£000
Ordinary shares of £0.25 each	3,305,716	826	3,305,716	826

17. Reconciliation of shareholder's funds and movement on reserves

	Share capital £000	Share premium account £000	Profit and loss account £000	Total share-holder's funds £000
At 1 January 2007	826	6,871	(129,592)	(121,895)
Loss for the year	–	–	(3,175)	(3,175)
At 31 December 2007 and 1 January 2008	826	6,871	(132,767)	(125,070)
Loss for the year	–	–	(5,834)	(5,834)
At 31 December 2008	826	6,871	(138,601)	(130,904)

18. Parent undertaking and controlling party

The company's immediate parent undertaking is The Cable Corporation 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.