

COMPANY REGISTRATION NUMBER 1785381

**Imminus Limited**  
**Financial Statements**  
**31 December 2007**

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# **Imminus Limited**

## **Financial Statements**

**Year ended 31 December 2007**

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# **Imminus Limited**

## **Company Information**

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<b>The board of directors</b>	Virgin Media Secretaries Limited Virgin Media Directors 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

# **Imminus Limited**

## **The Directors' Report**

**Year ended 31 December 2007**

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

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

The principal activity of the company was, and will continue to be, the marketing and sale of data telecommunication services and systems

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.

The company's operations are largely integrated within the operations of the Virgin Media group and as such detailed Key Performance Indicators are not generally monitored at an entity level. However, the performance of the group to which the company belongs is monitored and its Key Performance Indicators are available in the group accounts of Virgin Media Finance PLC.

Turnover has increased by 18.8% to £49,481,000 for the year ended 31 December 2007 from £41,651,000 in 2006. The company has increased its share of an expanding market, which has been driven by technological change.

Administrative expenses, excluding inter-company provisions, have increased by 19.0% in 2007 over 2006, mainly due to increased business activity offset by a reduction in depreciation charges. As a result of a review of the recoverability of inter-company receivables, a release of the provision against inter-company debt of £1,371,000 has been made (2006 - increase of £787,000).

Operating profit has increased from £23,705,000 in 2006 to £32,063,000 in 2007 predominantly due to the reasons stated above.

The company reported an increase in net current assets and net assets for the year ending 31 December 2007 as a result of normal operations. During this 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 own working capital and inter-company balances with fellow group undertakings.

# **Imminus Limited**

## **The Directors' Report *(continued)***

**Year ended 31 December 2007**

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### **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 and 2009, the Virgin Media group plans to deploy the next generation of wideband cable broadband technology enabling ultra-fast broadband services of 50Mb and higher. The investment in next generation broadband access technologies is the latest in a series of significant infrastructure investments to ensure that the Virgin Media group remains at the forefront of communication and entertainment services in the UK.

### **Results and dividends**

The profit for the financial year amounted to £31,953,000 (2006 - profit of £23,606,000). The directors have not recommended an ordinary dividend (2006 - £nil).

### **Financial risk management objectives and policies**

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.

#### ***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-free inter-company debt and as a result it is exposed to limited risks in respect of interest rates.

#### ***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 Secretaries Limited  
Virgin Media Directors Limited

# **Imminus Limited**

## **The Directors' Report *(continued)***

**Year ended 31 December 2007**

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### **Directors *(continued)***

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.

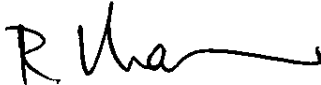
### **Disclosure of information to the auditor**

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 7 October 2008

# **Imminus Limited**

## **Statement of Directors' Responsibilities**

**Year ended 31 December 2007**

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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.

# **Imminus Limited**

## **Independent Auditor's Report to the Member of Imminus Limited**

**Year ended 31 December 2007**

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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 16. 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 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.



# Imminus Limited

## Independent Auditor's Report to the Member of Imminus Limited *(continued)*

Year ended 31 December 2007

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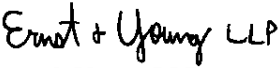
### Opinion

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 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  
Registered Auditor  
London

7 October 2008

# Imminus Limited

## Profit and Loss Account

Year ended 31 December 2007

	Note	2007 £000	2006 £000
Turnover		49,481	41,651
Cost of sales		(9,270)	(9,163)
Gross profit		40,211	32,488
Administrative expenses		(8,148)	(8,783)
Operating profit	2	32,063	23,705
Interest payable and similar charges	4	(110)	(99)
Profit on ordinary activities before taxation		31,953	23,606
Tax on profit on ordinary activities	5	—	—
Profit for the financial year	15	31,953	23,606

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 £31,953,000 attributable to the shareholder for the year ended 31 December 2007 (2006 - profit of £23,606,000)

The notes on pages 10 to 17 form part of these financial statements.

# Imminus Limited

## Balance Sheet

31 December 2007

	Note	2007 £000	2006 £000
<b>Fixed assets</b>			
Tangible assets	6	4,604	5,248
Investments	7	—	—
		<u>4,604</u>	<u>5,248</u>
<b>Current assets</b>			
Debtors	8	247,968	186,374
Cash at bank		779	666
		<u>248,747</u>	<u>187,040</u>
<b>Creditors: Amounts falling due within one year</b>	9	<u>(167,105)</u>	<u>(140,688)</u>
<b>Net current assets</b>		<b>81,642</b>	<b>46,352</b>
<b>Total assets less current liabilities</b>		<u><b>86,246</b></u>	<u><b>51,600</b></u>
<b>Creditors: Amounts falling due after more than one year</b>	10	<u><b>(2,693)</b></u>	<u><b>—</b></u>
		<u><b>83,553</b></u>	<u><b>51,600</b></u>
<b>Capital and reserves</b>			
Called-up equity share capital	14	1	1
Profit and loss account	15	83,552	51,599
<b>Shareholder's funds</b>	15	<u><b>83,553</b></u>	<u><b>51,600</b></u>

These financial statements were approved by the directors on 7 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 10 to 17 form part of these financial statements.

# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

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### 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 16). 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.

#### *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 16).

#### *Turnover*

Turnover represents the value of services provided, stated net of Value Added Tax, and is attributable to continuing activities, being the sale of data telecommunications services and systems, 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:

Leasehold improvements	40 years
Other fixed assets	
- Other	4 - 5 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.

#### *Operating leases*

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

# Imminus Limited

## 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
Depreciation of owned fixed assets	630	2,576
Loss on disposal of fixed assets	3	—
Auditor's remuneration		
- as auditor	4	—
Operating lease costs		
Other	—	153
(Release)/provision against amounts owed by group undertakings	(1,371)	787
Reorganisation costs	208	—

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.

Reorganisation costs mainly represent 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.

# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

### 2. Operating profit *(continued)*

Auditor's remuneration disclosed above (2006 - attributed cost of £4,000) 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.

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 provision of £1,371,000 (2006 - provision increase of £787,000).

### 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 payable and similar charges

	2007 £000	2006 £000
Unwinding of discount on lease dilapidation provision	110	99

### 5. Taxation on ordinary activities

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

The tax charge is made up as follows

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

# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

### 5. Taxation on ordinary activities *(continued)*

#### (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 £000	2006 £000
Profit on ordinary activities before taxation	<u>31,953</u>	<u>23,606</u>
Profit on ordinary activities multiplied by the rate of tax	9,586	7,082
Expenses not deductible for tax purposes	13	236
(Decelerated)/accelerated capital allowances	(8)	802
Group relief claimed without payment	(9,187)	(8,120)
Other short term timing differences	8	-
Income not taxable	<u>(412)</u>	<u>-</u>
Total current tax (note 5(a))	<u>-</u>	<u>-</u>

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

Deferred tax assets of £5,280,000 (2006 - £5,319,000) in respect of depreciation in excess of capital allowances 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

The UK corporation tax rate will decrease from 30% to 28% from 1 April 2008. This rate change will affect the amount of the future cash tax payments to be made by the Virgin Media group. The deferred tax asset not recognised has been reduced by £377,000 in the current year to reflect this tax rate change.

# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

### 6. Tangible fixed assets

	Leasehold improvements £000	Other £000	Total £000
<b>Cost</b>			
At 1 January 2007	1,511	47,835	49,346
Disposals	—	(23,313)	(23,313)
<b>At 31 December 2007</b>	<b>1,511</b>	<b>24,522</b>	<b>26,033</b>
<b>Depreciation</b>			
At 1 January 2007	1,058	43,040	44,098
Charge for the year	15	615	630
On disposals	—	(23,299)	(23,299)
<b>At 31 December 2007</b>	<b>1,073</b>	<b>20,356</b>	<b>21,429</b>
<b>Net book value</b>			
<b>At 31 December 2007</b>	<b>438</b>	<b>4,166</b>	<b>4,604</b>
At 31 December 2006	453	4,795	5,248

### 7. Investments

	Investments £000
<b>Cost</b>	
At 1 January 2007 and 31 December 2007	2
<b>Value impaired</b>	
At 1 January 2007 and 31 December 2007	2
<b>Net book value</b>	
<b>At 31 December 2007</b>	-
At 31 December 2006	-

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

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 statements of Virgin Media Finance PLC (see note 16)



# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

### 8. Debtors

	2007	2006
	£000	£000
Trade debtors	16,825	16,315
Amounts owed by group undertakings	192,463	143,147
Other debtors	7,884	6,433
Other prepayments and accrued income	30,796	20,479
	<u>247,968</u>	<u>186,374</u>

Amounts owed by group undertakings are interest free and stated after deducting an impairment provision of £11,000 (2006 - £1,382,000) Amounts owed by group undertakings are repayable on demand but are not expected to be recovered in full within one year

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

	2007	2006
	£000	£000
Trade creditors	9	9
Amounts owed to group undertakings	143,937	116,951
Other taxes and social security	918	940
Other creditors	988	—
Accruals and deferred income	21,253	22,788
	<u>167,105</u>	<u>140,688</u>

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

### 10. Creditors: Amounts falling due after more than one year

	2007	2006
	£000	£000
Deferred income	<u>2,693</u>	<u>—</u>

### 11. Commitments under operating leases

At 31 December 2007 the company had annual commitments under non-cancellable operating leases as set out below

	Land & Buildings	
	2007	2006
	£000	£000
Operating leases which expire		
Within 2 to 5 years	<u>-</u>	<u>204</u>

Commitments under operating leases have been transferred to Virgin Media Limited

# Imminus Limited

## Notes to the Financial Statements

Year ended 31 December 2007

### 12 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.

### 13. 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.

### 14. Share capital

Authorised share capital:

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

Allotted, called up and fully paid:

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

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

	Share capital	Profit and loss	Total share-
	£000	account	holder's funds
	£000	£000	£000
At 1 January 2006	1	27,993	27,994
Profit for the year	–	23,606	23,606
At 31 December 2006 and 1 January 2007	<u>1</u>	<u>51,599</u>	<u>51,600</u>
Profit for the year	–	31,953	31,953
At 31 December 2007	<u>1</u>	<u>83,552</u>	<u>83,553</u>

# **Imminus Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2007**

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

The company's immediate parent undertaking is Filegale 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