COMPANY REGISTRATION NUMBER 1785381

Imminus Limited

Financial Statements

31 December 2008

Imminus Limited

Financial Statements

Year ended 31 December 2008

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Imminus Limited

Company Information

The board of directors	Virgin Media Secretaries Limited Virgin Media Directors 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 is, 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. 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.

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 45.8% to £72,158,000 for the year ended 31 December 2008 from £49,481,000 in 2007. The company has increased its data install and data rental revenues principally due to an increase in the allocation from a fellow group undertaking, together with an increased share of an expanding market.

Gross profit margins have fallen to 77.2% for the year ended 31 December 2008 from 81.3% in 2007. The fall was predominantly due to pricing pressures in a competitive marketplace.

Administrative expenses, excluding exceptional items, have increased by 229% in 2008 over 2007, mainly due to an increase in the legal and professional fees and use of assets charges allocated to the company by the Virgin Media group as a result of the increased trading activity. Furthermore, a review of the recoverability of inter-company receivables resulted in an increase in the provision against inter-company debt of £3,194,000 compared to a release of £1,371,000 in 2007.

Operating profit has decreased from £32,063,000 in 2007 to £22,769,000 in 2008 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 2008 as a result of normal operations and the reclassification of amounts due to group undertakings from current to non-current. 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.

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 profit for the financial year amounted to £21,308,000 (2007 - profit of £31,953,000). 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 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

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. Mac

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

Approved by the directors on 9 October 2009

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 15. 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 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

9 October 2009

Imminus Limited

Profit and Loss Account

Year ended 31 December 2008

	Note	2008 £000	2007 £000
Turnover		**72,158**	49,481
Cost of sales		**(16,470)**	(9,270)
Gross profit		**55,688**	40,211
Administrative expenses		**(32,919)**	(8,148)
Operating profit	**2**	**22,769**	32,063
Attributable to:			
Operating profit before exceptional items		**26,566**	30,900
Exceptional items	**2**	**(3,797)**	1,163
		22,769	32,063
Interest payable and similar charges	**4**	**(1,461)**	(110)
Profit on ordinary activities before taxation		**21,308**	31,953
Tax on profit on ordinary activities	**5**	–	–
Profit for the financial year	**14**	**21,308**	31,953

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 £21,308,000 attributable to the shareholder for the year ended 31 December 2008 (2007 - profit of £31,953,000).

The notes on pages 11 to 17 form part of these financial statements.

Imminus Limited

Balance Sheet

31 December 2008

	Note	2008 £000	2007 £000
Fixed assets			
Tangible assets	6	7,451	4,604
Investments	7	–	–
		7,451	4,604
Current assets			
Debtors due within one year	8	458	55,505
Debtors due after one year	8	233,862	192,463
Cash at bank		27	779
		234,347	248,747
Creditors: Amounts falling due within one year	9	(27,141)	(167,105)
Net current assets		207,206	81,642
Total assets less current liabilities		214,657	86,246
Creditors: Amounts falling due after more than one year	10	(109,796)	(2,693)
		104,861	83,553
Capital and reserves			
Called-up equity share capital	13	1	1
Profit and loss account	14	104,860	83,552
Shareholder's funds	14	104,861	83,553

These financial statements were approved by the directors on 9 October 2009 and are signed on their behalf by:

R C Gale

R C Gale
For and on behalf of Virgin Media Directors Limited

The notes on pages 11 to 17 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.

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 15). 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 15).

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	30 years
Other fixed assets:	
- 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.

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.

1. Accounting policies *(continued)*

Deferred taxation *(continued)*
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):

	2008	2007
	£000	£000
Depreciation of owned fixed assets	**579**	630
Loss on disposal of fixed assets	**–**	3
Auditor's remuneration		
- as auditor	**4**	4
Exceptional item:		
Increase in/(release of) provision against amounts owed by group undertakings	**3,194**	(1,371)
Reorganisation costs	**603**	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.

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.

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 2008, there was an increase in provision of £3,194,000 (2007 - decrease of £1,371,000). The primary driver for the change in the provision was a decline in the valuation of the underlying assets in the Virgin Media group as shown by a third party valuation as at 31 December 2008.

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

	2008	2007
	£000	£000
On amounts owed to group undertakings	**1,461**	–
Unwinding of discount on provision for lease dilapidations	–	110
	1,461	110

5. Taxation on ordinary activities

(a) Analysis of charge in the year

The tax charge is made up as follows:

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

(b) Factors affecting current tax charge

The tax assessed on the profit 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	2007
	£000	£000
Profit on ordinary activities before taxation	**21,308**	31,953
Profit on ordinary activities multiplied by the rate of tax	**6,073**	9,586
Expenses not deductible for tax purposes	**923**	13
(Decelerated)/accelerated capital allowances	**39**	(8)
Group relief claimed without payment	**(6,848)**	(9,187)
Other short term timing differences	**(187)**	8
Income not taxable	-	(412)
Total current tax (note 5(a))	-	-

5. Taxation on ordinary activities *(continued)*

(c) Factors that may affect future tax charges

Deferred tax assets of £3,829,000 (2007 - £5,280,000) 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 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.

6. Tangible fixed assets

	Freehold buildings £000	Other £000	Total £000
Cost			
At 1 January 2008	1,511	24,522	26,033
Additions	–	3,452	3,452
Transfers	(56)	(7)	(63)
Disposals	–	(74)	(74)
At 31 December 2008	1,455	27,893	29,348
Depreciation			
At 1 January 2008	1,073	20,356	21,429
Charge for the year	11	568	579
Transfers	(30)	(7)	(37)
On disposals	–	(74)	(74)
At 31 December 2008	1,054	20,843	21,897
Net book value			
At 31 December 2008	401	7,050	7,451
At 31 December 2007	438	4,166	4,604

Transfers were to a fellow group undertaking, Virgin Media Limited.

7. Investments

	Investments £000
Cost	
At 1 January 2008 and 31 December 2008	2
Value impaired	
At 1 January 2008 and 31 December 2008	2
Net book value	
At 31 December 2008 and 31 December 2007	-

7. Investments *(continued)*

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 15).

The company has taken advantage of Section 231(5) of the Companies Act 1985 and disclosed only those investments whose results or financial position principally affected the figures shown in the company's annual financial statements.

8. Debtors

	2008	2007
	£000	£000
Trade debtors	**–**	16,825
Amounts owed by group undertakings	**233,862**	192,463
Other debtors	**6**	7,884
Prepayments and accrued income	**452**	30,796
	234,320	247,968

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

	2008	2007
	£000	£000
Amounts owed by group undertakings	**233,862**	192,463

Amounts owed by group undertakings are:-

	2008	2007
	£000	£000
Loans advanced to group undertakings	**19,300**	–
Other amounts owed by group undertakings	**217,767**	192,474
Impairment provision	**(3,205)**	(11)
	233,862	192,463

Loans advanced to group undertakings are unsecured, interest free and are repayable on demand but are not expected to be repaid in full within one year.

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

9. Creditors: Amounts falling due within one year

	2008	2007
	£000	£000
Trade creditors	**–**	9
Amounts owed to group undertakings	**1,461**	143,937
Other taxation and social security	**–**	918
Other creditors	**97**	988
Accruals and deferred income	**25,583**	21,253
	27,141	167,105

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

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

	2008	2007
	£000	£000
Amounts owed to group undertakings	**106,677**	–
Deferred income	**3,119**	2,693
	109,796	2,693

Amounts owed to group undertakings are:-

	2008	2007
	£000	£000
Loans advanced by group undertakings	**18,341**	–
Other amounts owed to group undertakings	**88,336**	–
Total	**106,677**	–

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 8.1%.

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.

11. 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.

12. 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.

13. Share capital

Authorised share capital:

	2008 £000	2007 £000
1,000 Ordinary A shares of £1 each	1	1

Allotted, called up and fully paid:

	2008 No	£000	2007 No	£000
Ordinary A shares of £1 each	1,000	1	1,000	1

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

	Share capital £000	Profit and loss account £000	Total share-holder's funds £000
At 1 January 2007	1	51,599	51,600
Profit for the year	–	31,953	31,953
At 31 December 2007 and 1 January 2008	1	83,552	83,553
Profit for the year	–	21,308	21,308
At 31 December 2008	1	104,860	104,861

15. 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 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.