

NYNEX CableComms Wessex

Financial Statements for the year ended 31 December 1995



**Financial Statements
for the year ended 31 December 1995**

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Directors and advisers

Executive Directors

J F Killian (Chairman)

N P Mearing-Smith

P H Repp

Registered Auditors

Coopers & Lybrand

1 Embankment Place

London

WC2N 6NN

Secretary and registered office

P H Repp

The Tolworth Tower

Ewell Road

Surbiton

Surrey KT6 7ED

Bankers

Barclays Bank PLC

Registered number

2410378

**Directors' report
for the year ended 31 December 1995**

The directors present their report and the audited financial statements for the year ended 31 December 1995.

Principal activity

The principal activity of the company is the provision of cable television and telecommunications services under licences awarded to it for the Wessex area.

Review of the business

The directors consider the results for the year and the financial position at the year end to be satisfactory.

The ultimate UK holding company NYNEX CableComms Group PLC and an affiliated company NYNEX CableComms Group Inc., were floated on the London Stock Exchange and the New York Nasdaq National Market on 14 June 1995.

Results for the year and dividends

The loss for the year amounted to £4,813,106 (1994:£2,172,332). The preference dividend of £853,658 to the non-equity shareholders for the year ended 31 December 1995 (1994:853,658) has not been declared, but an appropriation equal to the dividend has been made in the profit and loss account in accordance with Financial Reporting Standard 4. The retained loss for the year of £5,666,764 (1994:£3,025,990) has been transferred to reserves.

Future developments

The company will continue the development of the cable television and telecommunications network and services pursuant to licences issued to the company.

State of affairs

The state of the company's affairs at 31 December 1995 is set out on page 9.

Directors and directors' interests

The directors of the company at 31 December 1995 are set out below together with details of changes in directors during the year:

J F Killian	(appointed 21 December 1995)
B Cassidy	(resigned 1 September 1995)
N P Mearing-Smith	
P J Viggers	(resigned 26 July 1995)
E P Connell	(resigned 7 December 1995)
L B Rabuffo	(resigned 19 July 1995)
P H Repp	

N P Mearing-Smith and P H Repp were directors of the company throughout the year.

The directors' interests in shares of common stock of NYNEX Corporation including shares of common stock of NYNEX Corporation which they had the right on such date to acquire pursuant to the exercise on or before 31 December 1995 of options granted by NYNEX Corporation, plus the number of shares of common stock of NYNEX Corporation held on 31 December 1995 by the trustee of the NYNEX Corporation Savings Plan for Salaried Employees ("Savings Plan") that is equivalent as at that date to their undivided proportionate beneficial interests in all such shares are:

	Shares of Common Stock of NYNEX Corporation
J F Killian	15,623
P H Repp	1,300

The number of shares held in the Savings Plan included in the numbers shown above are as follows: J F Killian 927, P H Repp 1,020.

The number of shares of which the named persons had the right to acquire beneficial ownership pursuant to the exercise of options granted by NYNEX Corporation included in the numbers shown are as follows: J F Killian 14,696, P H Repp 280.

The directors' interests in the company and UK fellow subsidiary undertakings are disclosed in note 6 to the financial statements.

No director who held office at the end of the year had any other interest in the issued share capital of the company or any other group company at any time in the year.

Changes in fixed assets

The movements in fixed assets during the year are set out in notes 8 and 9 to the financial statements.

Insurance of directors

Insurance is maintained for the directors in respect of their duties as directors of the company.

Taxation status

The company is not a close company within the provisions of the Income and Corporation Taxes Act 1988.

Employment policy

The company's payroll is managed by NYNEX Cablecomms Limited, which holds the service contracts for all UK personnel.

The company's policy is to consult and discuss with employees, through team briefings, matters most likely to affect employees' interests.

Information on matters of concern to employees is given through information bulletins and reports that seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

There is an employee bonus scheme and a share option scheme that have the purpose of encouraging the involvement of employees in the company's performance.

The company's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

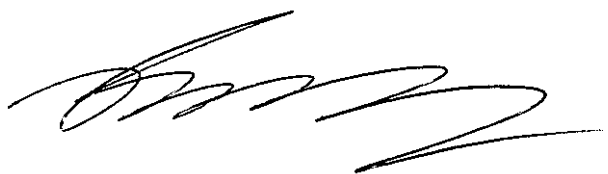
Auditors

In accordance with section 385 of the Companies Act 1985 a resolution will be proposed at the Annual General Meeting to reappoint Coopers & Lybrand as auditors of the company.

Directors' responsibility

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for that period. The directors confirm that suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 December 1995. The directors also confirm that applicable accounting standards have been followed, and that the financial statements have been prepared on the going concern basis. The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

A handwritten signature in black ink, appearing to be 'P H Repp', written in a cursive style.

P H Repp
Secretary
9 May 1996

**Report of the auditors
to the members of NYNEX CableComms Wessex**

We have audited the financial statements on pages 8 to 26.

Respective responsibilities of directors and auditors

As described in the directors' report, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

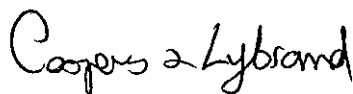
Basis of opinion

We conducted our audit in accordance with Auditing Standards 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 judgements 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 that 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 of the state of the company's affairs at 31 December 1995 and of its loss and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



COOPERS & LYBRAND
Chartered Accountants and Registered Auditors
London
10 May 1996

**Profit and loss account
for the year ended 31 December 1995**

	Notes	1995 £	1994 £
Turnover	2	3,416,860	175,124
Programming costs		(751,233)	(37,430)
Telecommunication costs		(714,155)	(29,444)
Staff costs	5	(1,149,283)	(283,868)
Depreciation and amortisation		(1,277,358)	(63,504)
Selling, general and administration costs		<u>(3,807,830)</u>	<u>(1,669,938)</u>
Operating loss		(4,282,999)	(1,909,060)
Interest payable and similar charges	4	<u>(530,107)</u>	<u>(263,272)</u>
Loss on ordinary activities before taxation	3	(4,813,106)	(2,172,332)
Taxation	7	<u>-</u>	<u>-</u>
Loss on ordinary activities after taxation		(4,813,106)	(2,172,332)
Dividends	15	<u>(853,658)</u>	<u>(853,658)</u>
Retained loss for the year	17	<u><u>(£5,666,764)</u></u>	<u><u>(£3,025,990)</u></u>

The directors believe that the nature of the company's business is such that the analysis of operating costs required by the Companies Act 1985 is not appropriate. As required by the Act, the directors have therefore adapted the prescribed format so that operating costs are disclosed in a manner appropriate to the company's principal activity.

The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

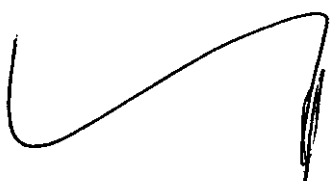
There is no difference between the loss on ordinary activities before taxation and the retained loss for the year and their historical cost equivalents.

All of the company's activities are continuing.

**Balance sheet
at 31 December 1995**

	Notes	£	1995 £	£	1994 £
Fixed assets					
Intangible assets	8		10,590		10,890
Tangible assets	9		48,956,727		18,458,929
			<u>48,967,317</u>		<u>18,469,819</u>
Current assets					
Debtors: amounts falling due after more than one year	10	1,458,063		2,048,801	
Debtors: amounts falling due within one year	11	1,178,262		299,174	
Cash at bank and in hand		103,790		17,723	
		<u>2,740,115</u>		<u>2,365,698</u>	
Creditors:					
Amounts falling due within one year	12	(29,010,413)		(17,780,420)	
Net current liabilities			<u>(26,270,298)</u>		<u>(15,414,722)</u>
Total assets less current liabilities			22,697,019		3,055,097
Creditors:					
Amounts falling due after more than one year	13		(6,336,862)		(7,956,580)
			<u>£16,360,157</u>		<u>(£4,901,483)</u>
Capital and reserves					
Called up share capital (includes non-equity)	15		315		315
Share premium account			2,230		2,230
Capital contribution	16		26,074,746		-
Profit and loss account (includes non-equity)	17		(9,717,134)		(4,904,028)
Shareholders' funds	18		<u>£16,360,157</u>		<u>(£4,901,483)</u>

These financial statements were approved by the Board of Directors and were signed on 9 May 1996 on its behalf by:


N P Mearing-Smith
Director

The notes on pages 11 to 26 form part of these financial statements.

**Cash flow statement
for the year ended 31 December 1995**

	Notes	1995 £	1994 £
Net cash inflow from operating activities	19	<u>7,397,901</u>	<u>11,562,737</u>
Returns on investments and servicing of finance			
Interest and similar charges paid		<u>(523,084)</u>	<u>(263,272)</u>
Net cash outflow from returns on investments and servicing of finance		<u>(523,084)</u>	<u>(263,272)</u>
Investing activities			
Purchase of tangible fixed assets		(31,705,874)	(18,384,655)
Sale of tangible fixed assets		<u>110,381</u>	<u>-</u>
Net cash outflow from investing activities		<u>(31,595,493)</u>	<u>(18,384,655)</u>
Net cash outflow before financing		<u>(24,720,676)</u>	<u>(7,085,190)</u>
Financing	21		
Capital contribution		26,074,746	-
Long term loan raised		-	7,102,913
Long term loan repaid		<u>(1,268,003)</u>	<u>-</u>
Net cash inflow from financing		<u>24,806,743</u>	<u>7,102,913</u>
Increase in cash and cash equivalents	20	<u>£86,067</u>	<u>£17,723</u>

**Notes to the financial statements
for the year ended 31 December 1995**

1 Accounting policies

The principal accounting policies, which have been applied consistently in the preparation of these financial statements, are as follows.

Accounting convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial instruments, and in accordance with applicable accounting standards in the United Kingdom.

Turnover

Turnover, which excludes value added tax, represents the value of services provided. Cable television charges and telecommunications line rental charges are billed in advance and recognised when earned. Residential and business installation revenues are recognised in full upon installation to the extent of direct selling costs incurred. Revenue from the sale of a managed fibre network is recognised upon completion of that network.

Staff costs, depreciation and selling, general administration costs

The staff costs, depreciation and selling, general and administration costs on the face of the profit and loss account are shown net of the amounts capitalised as part of network cost within tangible fixed assets.

Fixed assets and depreciation

Tangible fixed assets are recorded at cost. Cost includes materials, direct labour and overhead expenses directly applicable to the design, construction and installation of the cable television and telecommunications network. Interest on borrowings to finance network construction is capitalised to the extent that it is incurred during the construction period.

Depreciation is provided to write off the cost, less estimated residual value, of tangible fixed assets on a straight line basis over their estimated useful lives as follows:

Freehold buildings	25 years
Freehold land	nil
Leasehold improvements	over the term of the lease
Network	40 years
Electronic equipment and cable	5 to 20 years
Assets in the course of construction and construction materials	nil
Other equipment	4 to 5 years

Depreciation of the network commences at the earlier of three months after the relevant part of the network is operational or when customer levels reach 10% of total possible customers for that part of the network.

1 Accounting policies (continued)

Operating leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

Intangible fixed assets

Costs of successful franchise applications are capitalised as intangible assets and amortised over the life of the franchise licence. Costs of unsuccessful franchise applications are written off to the profit and loss account. Costs incurred between the award of a franchise licence and the connection of the first customer are expensed as incurred.

Financial instruments

The company hedges certain exposures to interest rate fluctuations through interest rate swaps and instruments similar to options.

Premiums paid for option type instruments are capitalised and amortised to interest payable and similar charges over the term of the option. Unamortised premiums are included in debtors: amounts falling due after more than one year.

Swaps and options used as hedges are marked to market at each period end and changes in value are recorded with the underlying financial instrument. Unrealised gains and losses from marking to market are deferred in creditors: amounts falling due after more than one year or in debtors: amounts falling due after more than one year and recognised in income when the hedged transaction occurs.

Foreign currencies

Transactions denominated in foreign currencies are translated using the rate of exchange in effect on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange in effect on the balance sheet date. Exchange gains or losses resulting from transactions in foreign currencies are accounted for through the profit and loss account.

Management service costs

NYNEX CableComms Limited has agreed to furnish consultancy and support services to the company in order to realise economies and increased efficiencies.

In consideration for the services rendered by NYNEX CableComms Limited, the company agreed to pay its share of the costs incurred.

The company's share of these costs was £2,712,278 (1994:£1,358,880).

1 Accounting policies (continued)

Deferred taxation

Provision is made for deferred taxation, using the liability method, on all material timing differences, to the extent that it is probable that a liability or asset will crystallise.

Pension costs

NYNEX CableComms Limited operates a defined contribution pension scheme for employees on payrolls managed by that company. The pension costs charged to the profit and loss account represent contributions payable by the company during the accounting year in respect of individuals directly employed in the development of the company's cable franchise.

2 Turnover

	1995	1994
	£	£
Cable television	1,521,745	61,060
Telecommunications - residential	1,487,810	60,659
Telecommunications - business	147,958	3,673
Installation revenue	259,347	49,732
	<u>£3,416,860</u>	<u>£175,124</u>

3 Loss on ordinary activities before taxation

The loss on ordinary activities is attributable to the principal activity, the development of a cable television and telecommunications franchise, and arose wholly within the UK.

Loss on ordinary activities is stated after charging:

	1995	1994
	£	£
Depreciation and amortisation charges:		
Intangible fixed assets	300	385
Tangible fixed assets (a)	<u>1,277,058</u>	<u>63,119</u>

(a) These amounts exclude depreciation of £52,637 in the year ended 31 December 1995 (1994:£11,593) which has been capitalised within network fixed assets.

Auditors' remuneration in respect of the company and affiliates which are part of NYNEX CableComms Group PLC and NYNEX CableComms Group Inc's cable television and telecommunications businesses in the UK, is paid by NYNEX CableComms Limited and allocated to the company as part of the management service charge. The total amount (excluding fees relating to the issue of shares in NYNEX CableComms Group PLC and NYNEX CableComms Group Inc. and the audit fees of those companies) is disclosed in the financial statements of NYNEX CableComms Limited.

3 Loss on ordinary activities before taxation (continued)

The proportion of the auditors' remuneration recharged to the company by NYNEX CableComms Limited as part of the management service charge was:

	1995	1994
	£	£
Audit	7,722	4,670
Other services	<u>186,454</u>	<u>78,900</u>

The total amount of remuneration charged to the group by the auditors for the year ended 31 December 1995 is disclosed in the consolidated financial statements of NYNEX CableComms Group PLC and NYNEX CableComms Group Inc.

4 Interest payable and similar charges

	1995	1994
	£	£
Interest on loans repayable partly by instalments in more than 5 years	523,084	275,887
Amortisation of option type premiums	<u>239,023</u>	<u>-</u>
	762,107	275,887
Less: Interest capitalised within network fixed assets	<u>(232,000)</u>	<u>(12,615)</u>
	<u>£530,107</u>	<u>£263,272</u>

5 Directors' emoluments and employees

The emoluments of the directors are paid either directly or indirectly by NYNEX CableComms Limited. The proportion of the directors' total emoluments paid in respect of their services as directors of NYNEX CableComms Wessex or otherwise in connection with the management of the affairs of the company was:

	1995	1994
	£	£
Fees	7,167	11,667
Salary payments (including benefits in kind)	33,251	31,817
Pension contributions	<u>685</u>	<u>279</u>
	<u>£41,103</u>	<u>£43,763</u>

The amount has been recharged to the company by NYNEX CableComms Limited as part of the management service cost (see note 1).

5 Directors' emoluments and employees (continued)

Fees and other emoluments include amounts paid to:

	1995 Chairman	1995 Former Chairman and highest paid Director	1994 Chairman and highest paid Director
	£	£	£
Fees	-	-	-
Salary payments	266	10,854	12,538
Pension contributions	-	-	-
	<u>£266</u>	<u>£10,854</u>	<u>£12,538</u>

The number of directors (including the chairman and the highest-paid director) who received fees and other emoluments directly or indirectly from NYNEX CableComms Limited (excluding pension contributions) in the following ranges was:

	1995 Number	1994 Number
£0 to £5,000	2	2
£5,001 to £10,000	4	3
£10,001 to £15,000	1	1

The company's payroll is managed by NYNEX CableComms Limited, which holds the service contracts for UK personnel.

The average number of persons (excluding directors) directly employed in developing the company's cable franchise during the year was 112 (1994 : 37).

The staff costs of these individuals were:

	1995 £	1994 £
Wages and salaries	2,286,679	652,024
Social security costs	241,861	64,896
Other pension costs	8,547	1,624
Total staff costs	2,537,087	718,544
Less: Staff costs capitalised within network fixed assets	(1,387,804)	(434,676)
	<u>£1,149,283</u>	<u>£283,868</u>

6 Directors' interests in UK Group companies

During 1995 the company's UK parent, NYNEX CableComms Group PLC, made a Combined Offering of Units, together with NYNEX CableComms Group Inc., to the public. A Unit comprises one Ordinary Share of 10p of NYNEX CableComms Group PLC and one share of Common Stock, par value \$0.01 per share of NYNEX CableComms Group Inc.

Following the Combined Offering, J F Killian and N P Mearing-Smith were awarded a right to acquire 68,710 and 91,613 Units respectively, for no payment on the vesting date. J F Killian and N P Mearing-Smith were awarded on 2 January 1996 a further right to acquire 122,982 and 56,936 Units respectively, for no payment on the vesting date. The number of units shown is based on the offer price of 137p for the first allotment and 113p for the second allotment.

The right and further right will vest on 31 December 1996 for N P Mearing-Smith and the right and further right will vest for J F Killian on 31 December 1996 and 1 January 1998, respectively, provided they remain employed by NYNEX CableComms Limited or cease to be employed by NYNEX CableComms Limited by reason of death or permanent disability.

Units awarded at 31 December 1995

J F Killian	191,692
N P Mearing- Smith	583,549
P H Repp	Nil

The number of Units in which N P Mearing-Smith is interested includes an estimated 435,000 Units to be issued to him pursuant to an agreement dated 26 April 1995 between one current executive officer, one former executive officer, N P Mearing-Smith, NYNEX UK Telephone & Cable TV Holding Company Limited, NYNEX CableComms Group PLC and NYNEX CableComms Group Inc. The number of Units shown is based on the offer price of £1.37 for the Combined Offering of Ordinary shares of NYNEX CableComms Group PLC and Common Stock of NYNEX CableComms Group Inc., during the year. N P Mearing-Smith also received cash in the amount of £440,000 in relation to this agreement.

An accrual equivalent in value to the approximate value of the outstanding Units to be issued has been made in the financial statements of NYNEX UK Telephone & Cable TV Holding Company Limited.

7 Tax on loss on ordinary activities

No taxation charge arises as the company made losses during the year.

8 Intangible fixed assets

	Franchise Acquisition Costs £
Cost	
At 1 January 1995	12,000
Additions	-
At 31 December 1995	<u>12,000</u>
Amortisation	
At 1 January 1995	1,110
Charge for the year	<u>300</u>
At 31 December 1995	<u>1,410</u>
Net Book Value	
At 31 December 1995	<u>£10,590</u>
At 31 December 1994	<u>£10,890</u>

9 Tangible fixed assets

	Freehold Land and Buildings	Leasehold Improvements	①Network	Electronic Equipment and Cable	Other Equipment	Totals
Cost	£	£	£	£	£	£
At 1 January 1995	1,449,066	178,990	10,539,172	5,605,884	760,529	18,533,641
Additions ②	105,095	19,175	20,888,508	10,511,129	413,967	31,937,874
Disposals	-	(110,381)	-	-	-	(110,381)
At 31 December 1995	1,554,161	87,784	31,427,680	16,117,013	1,174,496	50,361,134
Depreciation						
At 1 January 1995	29,132	169	-	16	45,395	74,712
Charge for the year	54,569	3,326	278,597	752,189	241,014	1,329,695
At 31 December 1995	83,701	3,495	278,597	752,205	286,409	1,404,407
Net Book Value						
At 31 December 1995	£1,470,460	£84,289	£31,149,083	£15,364,808	£888,087	£48,956,727
At 31 December 1994	£1,419,934	£178,821	£10,539,172	£5,605,868	£715,134	£18,458,929

Note: ① This includes assets in the course of construction of £6,415,394 (1994 : £3,700,168) and construction materials of £80,139 (1994:£132,878).

② Operating costs and interest totalling £4,040,071 for the year ending 31 December 1995 (1994:£1,386,315) that are directly applicable to the design, construction and installation of the company's cable television and telecommunications network have been capitalised within additions to network assets.

10 Debtors: amounts falling due after more than one year

	1995	1994
Deferred costs in respect of hedging instruments	1,697,086	2,048,801
Amortisation	(239,023)	-
	<u>£1,458,063</u>	<u>£2,048,801</u>

Deferred costs include a revaluation of £501,952 at 31 December 1995 (1994:£853,667). The deferred gain is disclosed under Creditors: amounts falling due after more than one year.

11 Debtors: amounts falling due within one year

	1995	1994
	£	£
Trade debtors	715,126	79,194
Other debtors	74,336	16,448
Prepayments and accrued income	55,652	12,590
VAT receivable	333,148	190,942
	<u>£1,178,262</u>	<u>£299,174</u>

12 Creditors: amounts falling due within one year

	1995	1994
	£	£
Trade creditors	216,343	231,370
Amounts owed to fellow subsidiary undertakings	25,688,326	13,643,375
Accruals and deferred income	2,078,729	3,297,151
Other creditors	998,115	589,790
Taxation and social security	28,900	18,734
	<u>£29,010,413</u>	<u>£17,780,420</u>

13 Creditors: amounts falling due after more than one year

	1995	1994
	£	£
Long term loan	5,834,910	7,102,913
Deferred gain on hedging instruments	501,952	853,667
	<u>£6,336,862</u>	<u>£7,956,580</u>

13 Creditors: amounts falling due after more than one year (continued)

	1995 £	1994 £
Long term loan		
Repayable by instalments:		
In one year or less	-	-
Between one and two years	-	-
Between two and five years	1,496,655	1,005,268
In five years or more	4,338,255	6,097,645
	<u>£5,834,910</u>	<u>£7,102,913</u>

This revolving loan at 31 December 1995 is from an affiliate of NYNEX Corporation and is expected to convert on 31 December 1998 to a term loan repayable by instalments over 5 years. The loan bears interest at LIBOR plus a margin of 1.5%. The revolving loan facility was created on 31 March 1995 from the loan existing previously which bore interest at LIBOR plus 1.5%.

14 Provision for liabilities and charges for deferred tax

	1995 £	1994 £
Deferred tax:		
Tax effect of timing differences because of:		
Excess capital allowances over depreciation	4,122,000	446,475
Capitalised interest	77,000	-
Tax losses	(4,199,000)	(446,475)
	<u>£-</u>	<u>£-</u>

The company has UK tax losses available to carry forward of approximately £24 million (1994 : £8 million).

15 Share capital

	Number	£
Authorised:		
Preference shares of £1 each		
At 1 January and 31 December 1995	<u>100</u>	<u>£100</u>
'A' ordinary shares of £1 each		
At 1 January and 31 December 1995	<u>194</u>	<u>£194</u>
'B' ordinary shares of £0.10 each		
At 1 January and 31 December 1995	<u>205</u>	<u>£21</u>

15 Share capital (continued)

	Number	£
Allotted, called up and fully paid:		
Preference shares of £1 each		
At 1 January and 31 December 1995	100	100
'A' ordinary shares of £1 each		
At 1 January and 31 December 1995	194	194
'B' ordinary shares of £0.10 each		
At 1 January and 31 December 1995	205	21
	499	£315

Shareholders' voting rights

£1 preference shares

The right to attend and speak but not vote at all general meetings of the company.

£1 'A' ordinary shares

The right to attend, speak and vote at all general meetings of the company.

£0.10 'B' ordinary shares

The right to attend and speak but not vote at all general meetings of the company.

Distributable profits

Distributable profits are allocated on the following basis:

Preference shareholders

A fixed cumulative preference dividend at the rate of £853,658 per annum (exclusive of any associated tax credit available to shareholders). This dividend will accrue on a daily basis from 31 December 1993 until 31 December 2013. After payment of the preference dividend, the shareholders are entitled to 15% of the remaining distributable profits.

Ordinary shareholders

After payment of the preference dividend, ordinary shareholders are entitled to 85% of the remaining distributable profits.

Dividends

The preference dividend of £853,658 to the non-equity shareholders for the year ended 31 December 1995 (1994: £853,658) has not been declared. An appropriation equal to the dividend has been made in the profit and loss account in accordance with Financial Reporting Standard 4 and is shown in the statement of reconciliation of shareholders' funds (note 18).

16 Capital contribution

	1995 £	1994 £
At 1 January	-	-
Received in the year	26,074,746	-
At 31 December	<u>£26,074,746</u>	<u>£-</u>

During the year the company received capital contributions of £26,074,746. The directors intend to increase the authorised share capital of the company and to issue relevant shares to satisfy the capital contribution. This will be done in the near future.

17 Profit and loss account

	1995 £	1994 £
Profit and loss account		
At 1 January	(4,904,028)	(2,731,696)
Retained loss for the financial year	<u>(5,666,764)</u>	<u>(3,025,990)</u>
	(10,570,792)	(5,757,686)
Undeclared dividends due to non-equity shareholders	<u>853,658</u>	<u>853,658</u>
At 31 December	<u>(£9,717,134)</u>	<u>(£4,904,028)</u>

Cumulative undeclared dividends due to non-equity shareholders

	1995 £	1994 £
At 1 January	853,658	-
Appropriated during the year	<u>853,658</u>	<u>853,658</u>
At 31 December	<u>£1,707,316</u>	<u>£853,658</u>

18 Reconciliation of movements in shareholders' funds

	1995 £	1994 £
Loss for the financial year	(4,813,106)	(2,172,332)
Capital contribution	26,074,746	-
Dividends	<u>(853,658)</u>	<u>(853,658)</u>
	20,407,982	(3,025,990)
Reversal of non-equity dividends	<u>853,658</u>	<u>853,658</u>
Net movement in shareholders' funds	21,261,640	(2,172,332)
Opening shareholders' funds	<u>(4,901,483)</u>	<u>(2,729,151)</u>
Closing shareholders' funds	<u>£16,360,157</u>	<u>(£4,901,483)</u>

18 Reconciliation of movements in shareholders' funds (continued)

	1995 £	1994 £
Total Shareholders' Funds		
Equity share capital	215	215
Non-equity share capital	100	100
Share premium account	2,230	2,230
Capital contribution	26,074,746	-
Profit and loss account	(9,717,134)	(4,904,028)
Total shareholders' funds	<u>£16,360,157</u>	<u>(£4,901,483)</u>
Shareholders' funds allocated to non-equity		
Non-equity share capital	100	100
Cumulative dividends not yet declared	1,707,316	853,658
	<u>£1,707,416</u>	<u>£853,758</u>
Shareholders' funds allocated to equity		
Difference between total shareholders' funds and amount allocated to non-equity interests	<u>£14,652,741</u>	<u>(£5,755,241)</u>
Made up as follows:		
Equity shares	215	215
Share premium account	2,230	2,230
Capital contribution	26,074,746	-
Profit and loss account	(9,717,134)	(4,904,028)
Cumulative dividends due to non-equity shareholders	(1,707,316)	(853,658)
	<u>£14,652,741</u>	<u>(£5,755,241)</u>

19 Reconciliation of operating loss to net cash inflow from operating activities

	1995 £	1994 £
Operating loss	(4,282,999)	(1,909,060)
Amortisation of intangible fixed assets	300	385
Depreciation of tangible fixed assets	1,329,695	74,712
(Increase) in trade debtors	(635,932)	(79,194)
(Increase) in other debtors	(57,888)	(16,448)
(Increase)/decrease in prepayments and accrued income	(43,062)	19,320
(Increase) in VAT receivable	(142,206)	(190,942)
(Decrease)/increase in trade creditors	(15,027)	214,736
Increase in amounts owed to fellow subsidiary undertakings	12,044,951	13,254,899
Increase in other creditors	408,325	589,790
(Decrease) in accruals and deferred income	(1,218,422)	(414,195)
Increase in taxation and social security	10,166	18,734
Net cash inflow from operating activities	<u>£7,397,901</u>	<u>£11,562,737</u>

20 Cash and cash equivalents

	1995 £	1994 £
Changes during the year		
At 1 January	17,723	-
Increase in cash and cash equivalents	<u>86,067</u>	<u>17,723</u>
At 31 December	<u>£103,790</u>	<u>£17,723</u>

Analysis of balances	1995	1995 Change in year	1994	1994 Change in year	1993
Cash at bank and in hand	<u>£103,790</u>	<u>£86,067</u>	<u>£17,723</u>	<u>£17,723</u>	<u>£-</u>

21 Analysis of changes in financing during the year

	1995	1995	1995	1994	1994	1994
	Share Capital (Including Share Premium)	Capital Contribution	Long Term Loans	Share Capital (Including Share Premium)	Capital Contribution	Long Term Loans
	£	£	£	£	£	£
At 1 January	2,545	-	7,102,913	2,545	-	-
Net cash flows from financing	-	26,074,746	(1,268,003)	-	-	7,102,913
At 31 December	£2,545	£26,074,746	£5,834,910	£2,545	£-	£7,102,913

22 Capital commitments

At 31 December 1995, the directors have authorised total capital expenditure in respect of the company and fellow subsidiary undertakings for the year ended 31 December 1995 of £351,024,000 (1994: £426,008,000). None of this expenditure had been contracted for at the year end (1994 : £Nil).

23 Contingent liabilities

The company has given guarantees to fellow subsidiary undertakings in respect of their loan facilities. The amount of such loans outstanding at 31 December 1995 was £23,052,742 (1994 : £181,439,738)

The company is a party to various legal proceedings in the ordinary course of business, primarily arising from the construction of the network. While no assurance can be given as to the outcome of these matters, in the opinion of management, based upon legal advice, the ultimate resolution of these matters in future periods is not expected to have a material affect on the company's financial position or operating results.

24 Ultimate holding company

The Company's ultimate holding company is NYNEX Corporation, a company incorporated in the USA. Copies of the parent's consolidated financial statements may be obtained from Investor Relations, NYNEX Corporation, 1095 Avenue of the Americas, New York NY10036, USA.

The company's ultimate UK holding company is NYNEX CableComms Group PLC. Copies of the financial statements of that company may be obtained from NYNEX CableComms Group PLC, The Tolworth Tower, Ewell Road, Surbiton, Surrey KT6 7ED.