

ntl BOLTON CABLEVISION HOLDING COMPANY LTD

**(formerly Cable & Wireless Communications (N) Bolton Cablevision
Holding Company)**

Report and Accounts

31 March 2000



REPORT AND ACCOUNTS 2000

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Bryony Dew
Robert Mackenzie
Stephen Carter
Stuart Ross

SECRETARY

R Mackenzie

REGISTERED OFFICE

ntl House
Bartley Wood Business Park
Hook
Hampshire
RG27 9UP

AUDITORS

Arthur Andersen
1 Surrey Street
London
WC2R 2PS

DIRECTORS' REPORT

The Directors present their report and the audited accounts for the year ended 31 March 2000.

PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The principal activity of the Company continues to be that of a Holding Company. The Directors believe the Company's future prospects to be satisfactory.

On 26 July 1999, Cable and Wireless plc, NTL Inc and ntl (CWC) Limited (formerly Cable & Wireless Communications Limited) announced that they had agreed to propose a restructuring of ntl (CWC) Limited to the shareholders of ntl (CWC) Limited.

As part of the restructuring, ntl (CWC) Limited, previously a 52.8% owned subsidiary of Cable and Wireless plc, was separated into its residential cable, business cable, indirect residential telephony, residential internet and digital television development and services businesses, referred to as CWC ConsumerCo, (which includes the Company) and its corporate, business, internet protocol and wholesale operations, referred to as CWC DataCo.

On 30 May 2000, the restructuring was completed and NTL Inc indirectly acquired all of CWC ConsumerCo and Cable and Wireless plc indirectly acquired the interest in CWC DataCo which was not already attributable to it, thereby achieving 100% ownership of CWC DataCo.

Following completion, NTL Inc, a company incorporated in the USA, became the ultimate parent undertaking of the Company.

On 13 June 2000, the Company changed its name to ntl Bolton Cablevision Holding Company Limited.

RESULTS AND DIVIDENDS

The Company did not trade during the year ended 31 March 2000 or the previous year. The preference dividend of £381,225 to the non-equity shareholders for the year ended 31 March 2000 (year ended 31 March 1999: £381,225) 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 No. 4. The retained loss for year of £381,225 (year ended 31 March 1999: £381,225) has been transferred to reserves.

DIRECTORS AND THEIR INTERESTS

The Directors currently serving or who held office during the year were as follows:

R Drolet	(resigned 30 May 2000)
G Wallace	(resigned 1 April 1999)
R Beveridge	(appointed 1 April 1999) (resigned 30 May 2000)
G Clarke	(appointed 1 April 1999) (resigned 30 May 2000)
M Molyneux	(appointed 1 April 1999) (resigned 30 May 2000)
Bryony Dew	(appointed 30 May 2000)
David Kelham	(appointed 30 May 2000) (resigned 1 December 2000)
Robert Mackenzie	(appointed 30 May 2000)
Leigh Wood	(appointed 30 May 2000) (resigned 1 December 2000)
Stuart Ross	(appointed 1 November 2000)
Stephen Carter	(appointed 1 December 2000)

Where those Directors serving at the year end held any interest in the shares of Cable and Wireless plc or Cable & Wireless Communications Ltd (now renamed ntl (CWC) Ltd), such interest is disclosed in the accounts of Cable & Wireless Communications Ltd, except as stated below:

DIRECTORS' REPORT

DIRECTORS AND THEIR INTERESTS (Continued)

Options to subscribe for ordinary shares in Cable and Wireless plc:

	At 1 April 1999 (or later date of appointment)	Granted Number	Exercised Number	At 31 March 2000	Exercise Price	Date from which exercisable	Expiry Date
R Drolet	(i) 3,289	-	-	3,289	£5.59	01/03/01	31/08/06
	(ii) -	14,258	-	14,258	£9.82	22/12/02	22/12/06
	(iii) -	3,054	-	3,054	£9.82	22/12/02	22/12/09
	(iv) -	13,236	-	13,236	£0.00	31/03/02	
M Molyneux	(i) 4,816	-	-	4,816	£3.58	01/03/01	31/08/01
	(ii) 8,866	-	-	8,866	£4.21	03/07/99	02/07/03
	(ii) -	11,202	-	11,202	£9.82	22/12/02	22/12/06
	(iii) 7,134	-	-	7,134	£4.21	03/07/99	02/07/06
R Beveridge	(ii) -	15,276	-	15,276	£9.82	22/12/02	22/12/06
	(iii) -	3,054	-	3,054	£9.82	22/12/02	22/12/09
	(iv) -	16,365	-	16,365	£0.00	31/03/02	

- (i) Granted under the Cable and Wireless Employee Savings-Related Share Option Scheme.
- (ii) Granted under the Cable and Wireless Senior Employees Share Option Scheme.
- (iii) Granted under the Cable and Wireless Revenue Approved Share Option Scheme.
- (iv) Granted under the Cable and Wireless Performance Share plan.

EMPLOYEES

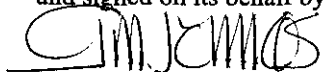
The Company has no employees. All Group employees are employed by a fellow Group Company, ntl (CWC) Ltd.

PAYMENTS TO SUPPLIERS

The Company does not enter into contracts with suppliers. ntl Communications Services Limited (formerly Cable & Wireless Communications Services Limited) and ntl (CWC) Programming Limited (formerly Cable & Wireless Communications Programming Limited), fellow Group Companies, enter into most contracts with suppliers to the ntl (CWC) Ltd Group.

Approved by the Board of Directors

and signed on its behalf by



Gillian James

Deputy Company Secretary

30/4/2001

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act 1985 to prepare accounts for each financial period which give a true and fair view of the state of affairs of the Company at the end of the financial period and of the profit or loss for the financial period:

The Directors are responsible for ensuring that in preparing the accounts, the Company has:

- selected appropriate accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable accounting standards, subject to any explanations and material departures disclosed in the notes to the accounts; and
- prepared the accounts 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 which disclose, with reasonable accuracy the financial position of the Company which enable them to ensure that the accounts 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.

**AUDITORS' REPORT TO THE MEMBERS OF
ntl BOLTON CABLEVISION HOLDING COMPANY LIMITED**

We have audited the accounts on pages 6 to 12, which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of Directors and Auditors

As described on page 4, the Company's Directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the Company, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the affairs of the Company at 31 March 2000 and of its result the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Arthur Andersen

Arthur Andersen
Chartered Accountants and Registered Auditors
1 Surrey Street
London
WC2R 2PS

30 April 2001

PROFIT AND LOSS ACCOUNT

Year ended 31 March 2000

	Note	Year ended 31 March 2000 £'000	Year ended 31 March 1999 £'000
Dividends	2	(381)	(381)
LOSS FOR THE YEAR		(381)	(381)

The company has no recognised gains or losses other than those included above.

All activities derive from continuing operations.

The accompanying notes form an integral part of this statement.

BALANCE SHEET
31 March 2000

	Note	2000 £'000	1999 £'000
FIXED ASSETS			
Investments	4	86,056	86,056
CURRENT ASSETS			
Debtors	5	6,912	-
CREDITORS: Amounts falling due within one year	6	-	(1,802)
NET CURRENT ASSETS/(LIABILITIES)		6,912	(1,802)
NET ASSETS		92,968	84,254
CAPITAL AND RESERVES			
Called up equity share capital	7	92,970	84,256
Share premium account	8	9	9
Profit and loss account	9	(11)	(11)
SHAREHOLDERS' FUNDS	10	92,968	84,254
EQUITY SHAREHOLDERS' FUNDS	10	89,146	80,813
NON-EQUITY SHAREHOLDERS' FUNDS	10	3,822	3,441
		92,968	84,254

These accounts were approved by the Board of Directors on 30/4/2001 and signed on its behalf by:



S Ross
Director

The accompanying notes form an integral part of this balance sheet.

NOTES TO THE ACCOUNTS

Year ended 31 March 2000

1. STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies, which have been applied consistently in the preparation of the accounts, for the current year and preceding year, are as follows:

a) Basis of preparation

The accounts are prepared in accordance with applicable Accounting Standards in the United Kingdom on the historical cost basis.

The Company has taken advantage of the exemption from preparing consolidated accounts afforded by Section 228 of the Companies Act because it is a wholly owned subsidiary of another Company incorporated in Great Britain which prepares Group accounts (see Note 12).

(b) Investments

Investments in subsidiary companies are held at cost less provisions for impairment

(c) Cash flow statement

Under the provisions of Financial Reporting Standard No.1 (Revised), the Company has not prepared a cash flow statement because it is a wholly owned subsidiary of a Company incorporated in Great Britain which is part of a Group which prepares a consolidated cash flow statement (see Note 12).

2. TRADING RESULTS

The Company did not trade in the current year or prior year.

The preference dividend of £381,225 to the preference shareholders for the year ended 31 March 2000 (year ended 31 March 1999: £381,225) 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 No 4 and is shown in the statement of reconciliation of shareholders' funds (note 10).

The auditors' remuneration for the current financial year and preceding financial year has been borne by a fellow Group undertaking.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The Directors did not receive any remuneration during the year (1999: £nil).

ntl (CWC) Ltd, a fellow Group company, employs all of the Group's employees. Details of staff numbers and staff costs for the Group are disclosed in the accounts of ntl (CWC) Ltd.

4. INVESTMENTS

Subsidiary Undertaking		2000 £'000	1999 £'000
Cost			
At 1 April 1999 and 31 March 2000		86,056	86,056
Name of undertaking	Country of registration	Description of shares held at 31 March 2000	Proportion of nominal value of issued preference shares held
ntl CableComms Bolton (formerly Cable & Wireless Communications CableComms Bolton)	England & Wales	Ordinary £1	99%

In the opinion of the Directors, the value of the company's investment is not less than the amount at which it is stated in the balance sheet.

NOTES TO THE ACCOUNTS

Year ended 31 March 2000

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2000	1999
	£'000	£'000
Amounts owed by fellow Group undertakings	6,912	-

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2000	1999
	£'000	£'000
Amounts owed to fellow Group undertakings	-	1,802

7. SHARE CAPITAL

	Number	£'000
Authorised		
'A' Ordinary shares of £1 each		
At 1 April 1999 and 31 March 2000	91,235,455	91,235
Preference shares of £1 each		
At 1 April 1999 and 31 March 2000	1,735,000	1,735
Allotted, called up and fully paid		
'A' Ordinary shares of £1 each		
At 1 April 1999	82,521,966	82,521
Preference shares of £1 each		
At 1 April 1999	1,735,000	1,735
Total at 1 April 1999	84,256,966	84,256
Allotted, called up and fully paid		
'A' Ordinary shares of £1 each		
At 31 March 2000	91,235,455	91,235
Preference shares of £1 each		
At 31 March 2000	1,735,000	1,735
Total at 31 March 2000	92,970,455	92,970
Allotted, but not called up		
At 1 April 1999	8,713,489	8,714
At 31 March 2000	-	-

NOTES TO THE ACCOUNTS

Year ended 31 March 2000

7. SHARE CAPITAL (continued)

In the opinion of the Directors, the primary rights attached to the various classes of shares are as follows:

£1 'A' ordinary shares

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

£1 Preference 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

The company's articles of association provide for a fixed cumulative dividend at the rate of £381,225 per annum (exclusive of any associated tax credit available to shareholders). This dividend will accrue on a daily basis from 11 October 1994 until 11 October 2014. After payment of the preference dividend, the preference shareholders are entitled to 15% of the remaining distributable profits.

Ordinary shareholders

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

8. SHARE PREMIUM

Share Premium Account £'000

At 1 April 1999 and 31 March 2000

9

9. RESERVES

	2000 £'000	1999 £'000
At 1 April 1999	(11)	(11)
Retained loss for the year	(381)	(381)
	(392)	(392)
Undeclared dividends due to non-equity shareholders	381	381
At 31 March 2000	(11)	(11)
Cumulative undeclared dividends to non-equity shareholders		
At 1 April 1999	1,706	1,325
Appropriated during the year	381	381
At 31 March 2000	2,087	1,706

NOTES TO THE ACCOUNTS

Year ended 31 March 2000

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000	1999
	£'000	£'000
Profit for the financial year	-	-
Dividends	(381)	(381)
Issue of ordinary shares	8,714	-
	<hr/>	<hr/>
	8,333	(381)
Reversal of non-equity dividends	381	381
	<hr/>	<hr/>
Net movement in shareholders' funds	8,714	-
Opening shareholders' funds	84,254	84,254
	<hr/>	<hr/>
Closing shareholders' funds	92,968	84,254
	<hr/>	<hr/>
Total shareholders' funds		
Equity share capital	91,235	82,521
Non-equity share capital	1,735	1,735
Share premium account	9	9
Profit and loss account	(11)	(11)
	<hr/>	<hr/>
	92,968	84,254
	<hr/>	<hr/>
Non-equity shareholders' funds		
Non-equity share capital	1,735	1,735
Cumulative dividends not yet declared	2,087	1,706
	<hr/>	<hr/>
	3,822	3,441
	<hr/>	<hr/>
Equity shareholders' funds		
Difference between shareholders' funds and the amounts allocated to non-equity interests	89,146	80,813
	<hr/>	<hr/>
Made up as follows:		
Equity share capital	91,235	82,521
Share premium account	9	9
Profit and loss account	(11)	(11)
Cumulative dividends due to non-equity shareholders	(2,087)	(1,706)
	<hr/>	<hr/>
	89,146	80,813
	<hr/>	<hr/>

NOTES TO THE ACCOUNTS

Year ended 31 March 2000

11. SUBSEQUENT EVENTS

Certain key steps have taken place subsequent to the balance sheet date in relation to the acquisition of CWC ConsumerCo by NTL Inc and the acquisition of CWC DataCo by Cable and Wireless plc ("the Transaction") as detailed below.

Following the announcement on 10 May 2000 by the UK Secretary of State of the clearance of France Telecom's investment in NTL Inc, all necessary conditions to the ntl (CWC) Ltd Scheme of Arrangement which forms part of the Transaction were satisfied.

On 24 May 2000, NTL Inc exercised the option granted to it by Cable and Wireless plc, required for completion of the Transaction, which took place on 30 May 2000. Following completion, NTL Inc, a company incorporated in the USA, became the ultimate parent undertaking of the company.

12. ULTIMATE PARENT COMPANY AND CONTROLLING UNDERTAKING

The largest Group in which the results of the Company are consolidated is that of which Cable and Wireless plc is the parent Company. The consolidated accounts of Cable and Wireless plc may be obtained from 124 Theobalds Road, London, WC1X 8RX.

The smallest Group in which the results of the Company are consolidated is that of which ntl UK Telephone & Cable TV Holding Company Limited (formerly ntl Telephone & Cable TV Holding Company Limited) (formerly Cable & Wireless Communications (N) UK Telephone & Cable TV Holding Company Limited) is the parent Company. The consolidated accounts of that Company may be obtained from Caxton Way, Watford Business Park, Watford, Hertfordshire, WD1 8XH.

Since 30 May 2000 the Directors regard NTL Inc, a company registered in USA, as the ultimate parent and controlling undertaking. Prior to that date the Directors regarded Cable and Wireless plc as the ultimate parent company and controlling undertaking.