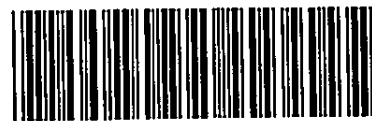


**ntl Bolton Cablevision Holding Company**

**Financial Statements**

**31 December 2012**

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# **ntl Bolton Cablevision Holding Company**

## **Financial Statements**

**Year ended 31 December 2012**

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# **ntl Bolton Cablevision Holding Company**

## **Company Information**

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### **The board of directors**

R C Gale  
C B E Withers

### **Company secretary**

G E James

### **Registered office**

Bartley Wood Business Park  
Hook  
Hampshire  
RG27 9UP

# **ntl Bolton Cablevision Holding Company**

## **The Directors' Report**

**Year ended 31 December 2012**

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The directors present their report and the unaudited financial statements of the company for the year ended 31 December 2012

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

The principal activity of the company during the year was, and will continue to be, that of a holding company for ntl CableComms Bolton. The investments in the subsidiary company remains fully impaired due to that company having net liabilities.

At 31 December 2012 the company was a wholly owned subsidiary undertaking of Virgin Media Inc. On 5 February 2013, Liberty Global, Inc and Virgin Media Inc entered into a merger agreement ("the Merger Agreement"). Pursuant to the Merger Agreement, Liberty Global, Inc and Virgin Media Inc completed a series of mergers on 7 June 2013 that resulted in the surviving corporations in the mergers becoming wholly owned subsidiaries of Liberty Global plc. This is referred to in more detail in the financial statements of Virgin Media Inc which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

The Virgin Media group ("the group") will continue to operate under the Virgin Media brand in the UK.

The group is a leading entertainment and communications business, being a "quad play" provider of broadband internet, television, mobile telephony and fixed line telephony services.

As of 31 December 2012, the group provided services to approximately 4.9 million residential cable customers on its network. The group is also one of the UK's largest mobile virtual network operators by number of customers, providing mobile telephony service to 1.7 million contract mobile customers and 1.3 million prepay mobile customers over third party networks. As of 31 December 2012, 85% of residential customers on the group's cable network received multiple services from the group, and 65% were "triple play" customers, receiving broadband internet, television and fixed line telephony services from the group.

The 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 a leading next generation broadband service and one of the most advanced TV on-demand services available in the UK market.

Through Virgin Media Business, the group provides a complete portfolio of voice, data and internet solutions to businesses, public sector organisations and service providers in the UK.

### **Future outlook**

Detail of the future outlook of the group is provided in Virgin Media Inc's financial statements and annual report for 2012, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

### **Results and dividends**

The loss for the financial year amounted to £381,000 (2011 - loss of £282,000). The directors have not recommended an ordinary dividend (2011 - £nil).

### **Directors**

The directors who served the company during the year were as follows:

R C Gale

C B E Withers

J C Tillbrook

(Appointed 31 December 2012)

(Resigned 31 December 2012)

# ntl Bolton Cablevision Holding Company

## The Directors' Report *(continued)*

Year ended 31 December 2012

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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.

### Going concern

After making suitable enquiries and obtaining the necessary assurances from Virgin Media Inc, a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, that sufficient resources will be made available to meet any liabilities as they fall due should the company's income not be sufficient. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.


### Audit exemption

Virgin Media Finance PLC issued a guarantee against all outstanding liabilities to which the company is subject as at 31 December 2012, until they are satisfied in full. The guarantee is enforceable against Virgin Media Finance PLC by any person to whom the company is liable in respect of those liabilities. Since Virgin Media Finance PLC is the smallest group to which the company's accounts are consolidated, the company has taken advantage of the exemption from audit of its individual accounts for the year ended 31 December 2012 by virtue of Section 479A of the Companies Act 2006.

### Small company provisions

The directors' report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Signed on behalf of the directors



R C Gale  
Director

Approved by the directors on ~~11~~ 11 September 2013

# **ntl Bolton Cablevision Holding Company**

## **Statement of Directors' Responsibilities**

**Year ended 31 December 2012**

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The directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 year.

In preparing those 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

# ntl Bolton Cablevision Holding Company

## Profit and Loss Account

Year ended 31 December 2012

	Note	2012 £000	2011 £000
Administrative income		—	99
<b>Operating profit</b>	<b>2</b>	<b>—</b>	<b>99</b>
Attributable to Exceptional items	<b>2</b>	—	99
Interest payable and similar charges	<b>4</b>	<b>(381)</b>	<b>(381)</b>
<b>Loss on ordinary activities before taxation</b>		<b>(381)</b>	<b>(282)</b>
Tax on loss on ordinary activities	<b>5</b>	—	—
<b>Loss for the financial year</b>		<b>(381)</b>	<b>(282)</b>

The company has no other gains or losses and therefore no separate statement of total recognised gains or losses is presented

All results relate to continuing operations

The notes on pages 7 to 14 form part of these financial statements.

**ntl Bolton Cablevision Holding Company****Balance Sheet****31 December 2012**

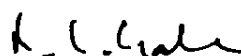
	Note	2012 £000	2011 £000
<b>Fixed assets</b>			
Investments	6	—	—
<b>Current assets</b>			
Debtors due within one year	7	3,734	3,734
<b>Net current assets</b>		<u>3,734</u>	<u>3,734</u>
<b>Total assets less current liabilities</b>		<u>3,734</u>	<u>3,734</u>
<b>Creditors: Amounts falling due after more than one year</b>	8	<u>(8,680)</u>	<u>(8,299)</u>
<b>Net liabilities</b>		<u>(4,946)</u>	<u>(4,565)</u>
<b>Capital and reserves</b>			
Share capital	11	91,235	91,235
Share premium account	12	9	9
Profit and loss account	12	<u>(96,190)</u>	<u>(95,809)</u>
<b>Deficit</b>	12	<u>(4,946)</u>	<u>(4,565)</u>

For the year ending 31 December 2012 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies

**Directors' responsibilities**

- (i) the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
- (ii) the directors acknowledge their responsibilities for complying with the Act with respect to accounting records and the preparation of accounts

These financial statements were approved by the directors on 14 September 2013 and are signed on their behalf by



R C Gale  
Director

The notes on pages 7 to 14 form part of these financial statements.



# **ntl Bolton Cablevision Holding Company**

## **Notes to the Financial Statements**

**Year ended 31 December 2012**

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### **1 Accounting policies**

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below.

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006, and applicable UK accounting standards.

#### **Fundamental accounting concept**

The financial statements have been prepared on the going concern basis because Virgin Media Inc, a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, has given the necessary assurances that sufficient resources will be made available so that the company can meet its liabilities as and when they fall due, for at least twelve months from the date of approval of these financial statements.

#### **Group accounts**

The company has taken advantage of the exemption from preparing group accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company incorporated in the United Kingdom which prepares group accounts (see note 13). 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 provision for impairment as appropriate. The company assesses at each reporting date whether there is an indication that an investment may be impaired. If any such indication exists, the company makes an estimate of the investment's recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount. A previously recognised impairment loss is reversed only if there was an event not foreseen in the original impairment calculations, such as a change in use of the investment or a change in economic conditions. The reversal of impairment loss would be to the extent of the lower of the recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised for the investment in prior years.

#### **Classification of shares as debt or equity**

The company has financial instruments in the form of preference shares. As a condition of the shares there is a contractual obligation to accrue for dividends, regardless of performance. As this condition is potentially unfavourable the preference shares have been classified in the Balance Sheet as financial liabilities, rather than equity, in accordance with FRS 25 "Financial Instruments: Disclosure and Presentation".

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges.

#### **Cash flow statement**

The company is exempt from publishing a cash flow statement as permitted by FRS 1 "Cash flow statements (revised 1996)", as it is a wholly owned subsidiary of its ultimate parent company.

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

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### 1. Accounting policies (*continued*)

#### Deferred taxation

Deferred tax is recognised, as appropriate, 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 amount is fully written off when the probability for recovery of a balance is assessed as being remote

### 2. Operating profit

Operating profit is stated after crediting

	2012 £000	2011 £000
Release of provision against amounts owed by group undertakings	—	(99)

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

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

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 impairment review of inter-company indebtedness as at 31 December 2012 concluded that no change in the provision against amounts due from group undertakings is required (2011 - release of £99,000).

Auditor's remuneration of £nil (2011 - £1,000) represents costs attributed to the company, all of which is borne by a fellow group undertakings that pays all auditor's remuneration on behalf of the group.

The directors received remuneration for the year of £500 (2011 - £500) in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited.

### 3. Staff costs

The company does not have any directly employed staff and is not charged an allocation of staff costs by the group.

### 4. Interest payable and similar charges

	2012	2011
	£000	£000
Preference share dividend payable	<u>381</u>	<u>381</u>

### 5. Taxation on loss on ordinary activities

The tax charge is made up as follows

	2012	2011
	£000	£000
<b>Current tax charge:</b>		
Current tax on loss for the year	-	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	-
<b>Total tax charge on loss on ordinary activities</b>	<u>-</u>	<u>-</u>

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

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

The tax assessed on the loss on ordinary activities for the year is higher than (2011 - higher) the standard rate of corporation tax in the UK of 24.50% (2011 - 26.50%). The differences are explained below

	2012 £000	2011 £000
Loss on ordinary activities before taxation	<u>(381)</u>	<u>(282)</u>
Loss on ordinary activities multiplied by rate of tax	(93)	(75)
Effects of Net expenses not deductible for tax purposes	<u>93</u>	<u>75</u>
Total current tax	<u>-</u>	<u>-</u>

### Factors affecting current and future tax charges

During the year the main rate of corporation tax reduced from 26% to 24% with effect from 1 April 2012. A number of changes to the UK corporation tax system were announced in the March 2013 Budget Statement. The Finance Act 2012, which was enacted and received Royal Assent on 17 July 2012, reduced the main rate of corporation tax to 23% from 1 April 2013.

Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015 was included in the Finance Act 2013 which was enacted in July 2013. These rate reductions had not been substantively enacted at the balance sheet date and therefore are not included in these financial statements. The rate changes will affect the amount of future tax payments to be made by the company.

### 6. Investments

	Subsidiary undertakings £000
Cost	
At 1 January 2012 and 31 December 2012	<u>86,056</u>
Amounts written off	
At 1 January 2012 and 31 December 2012	<u>86,056</u>
Net book value	
At 31 December 2012 and 31 December 2011	<u>-</u>

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

### 6 Investments (continued)

The company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to disclose the aggregate amount of capital and reserves and the result for the year for each of the subsidiary undertakings on the basis that their results are included in the group accounts of Virgin Media Finance PLC (see note 13)

Details of the company's operating subsidiary, which is unlisted, are as follows

Name of Company	Country of Incorporation	Holdings	Proportion	Nature of Business
ntl CableComms Bolton	UK	Ordinary	99% #	Telecoms

# Unlimited company

The company is registered in England and Wales

### 7. Debtors

	2012 £000	2011 £000
Amounts owed by group undertakings	<u>3,734</u>	<u>3,734</u>

The analysis of amounts owed by group undertakings is

	2012 £000	2011 £000
Amounts owed by group undertakings	6,913	6,913
Impairment provision on amounts owed by group undertakings	<u>(3,179)</u>	<u>(3,179)</u>
	<u>3,734</u>	<u>3,734</u>

Amounts owed by group undertakings are unsecured and repayable on demand

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

	2012 £000	2011 £000
1,735,000 Preference shares of £1 each	1,735	1,735
Preference share dividend payable	<u>6,945</u>	<u>6,564</u>
	<u>8,680</u>	<u>8,299</u>

Details of the preference shares which are held by group undertakings are set out in note 11

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

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### 9. Contingent liabilities

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2012 this comprised a term facility of £750 million and a revolving facility of £450 million. Borrowings under the facility are secured against the assets of certain members of the group.

In addition, a fellow group undertaking has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior credit facility. The amount outstanding under the senior secured notes at 31 December 2012 amounted to £2,582 million (2011 - £2,575 million). Borrowings under the notes are secured against the assets of certain members of the group.

On 7 June 2013, fellow group undertakings entered into a new senior secured credit facility agreement, pursuant to which the lenders agreed to provide the borrowers with i) a £375 million term loan (Facility A), ii) a \$2,755 million term loan (Facility B), iii) a £600 million term loan (Facility C) and iv) a £660 million revolving credit facility. With the exception of the revolving credit facility, all available amounts were borrowed under the new senior secured credit facility in June 2013, with an equivalent aggregate value of £2,733 million. The new senior secured credit facility ranks pari passu with the group's existing senior secured notes, and subject to certain exceptions, shares in the same guarantees and security granted in favour of its existing senior secured notes. The borrowings on the new senior secured credit facility were used in part to repay in full the borrowings on the previous senior secured credit facility.

On 7 June 2013, upon completion of the merger, two senior secured notes issued by a subsidiary of Liberty Global, Inc. on 22 February 2013, with an equivalent aggregate principal amount of £1,744 million due in 2021, were pushed down to Virgin Media Secured Finance PLC, a fellow group undertaking of the company. The notes are split into a \$1,000 million U.S. dollar denominated tranche and a £1,100 million sterling denominated tranche. The new senior secured notes rank pari passu with the group's existing senior secured notes and senior secured credit facility, and subject to certain exceptions, share in the same guarantees and security granted in favour of its existing senior secured notes. On 11 June 2013, the net proceeds of the issuance of the senior secured notes were in part used to repay an equivalent aggregate amount of £55 million of the group's existing senior secured notes.

The company has joint and several liabilities under a group VAT registration.

### 10. Related party transactions

In accordance with the exemptions offered by FRS 8 "Related Party disclosures" there is no disclosure in these financial statements of transactions with entities that are part of Virgin Media Inc., and its subsidiaries (see note 13).

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

### 11 Share capital

#### Authorised share capital:

	2012	2011
	£000	£000
91,235,455 Ordinary 'A' shares of £1 each	91,235	91,235
1,735,000 Preference shares of £1 each	1,735	1,735
	<u>92,970</u>	<u>92,970</u>

#### Allotted, called up and fully paid

	2012		2011	
	No	£000	No	£000
Ordinary 'A' shares of £1 each	<u>91,235,455</u>	<u>91,235</u>	<u>91,235,455</u>	<u>91,235</u>

The preference shares which are held by group undertakings are classified as a liability under FRS 25 and shown in note 8

#### Shareholders' voting rights

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

##### £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

#### 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 £381,000 per annum. This dividend will accrue on a daily basis from 11 October 1994 until 11 October 2014. After payment of the preference dividend, the preference shareholder is entitled to 15% of the remaining distributable profits on winding up.

##### Ordinary Shareholders

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

#### Dividends

The preference dividend of £381,000 due to the non-equity shareholder for each of the years ended 31 December 2011 and 2012 has been treated as an expense in the Profit and Loss Account in accordance with FRS 25 'Financial Instruments: Disclosure and Presentation'.

# ntl Bolton Cablevision Holding Company

## Notes to the Financial Statements

Year ended 31 December 2012

### 12. Reconciliation of deficit and movement on reserves

	Share capital £000	Share premium account £000	Profit and loss account £000	Deficit £000
At 1 January 2011	91,235	9	(95,527)	(4,283)
Loss for the year	—	—	(282)	(282)
At 31 December 2011 and 1 January 2012	91,235	9	(95,809)	(4,565)
Loss for the year	—	—	(381)	(381)
At 31 December 2012	91,235	9	(96,190)	(4,946)

### 13. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl CableComms Holdings No 1 Limited

The smallest and largest groups of which the company is a member and in to which the company's accounts were consolidated at 31 December 2012 are Virgin Media Finance PLC and Virgin Media Inc , respectively

The company's ultimate parent undertaking and controlling party at 31 December 2012 was Virgin Media Inc , a company incorporated in the state of Delaware, United States of America

On 7 June 2013 pursuant to the merger agreement, Liberty Global, Inc and Virgin Media Inc completed a series of mergers, which resulted in the company's ultimate parent and controlling party changing to Liberty Global plc

Copies of all sets of group accounts which include the results of the company are available from the company secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP