COMPANY REGISTRATION NUMBER 2443484

ntl CableComms Stockport Financial Statements 31 December 2011

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Financial Statements

Year ended 31 December 2011

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Company Information

The board of directors

R C Gale

J C Tillbrook

Company secretary

G E James

Registered office

Bartley Wood Business Park

Hook Hampshire RG27 9UP

Auditor

Ernst & Young LLP

1 More London Place

London SEI 2AF

The Directors' Report

Year ended 31 December 2011

The directors present their report and the financial statements of the company for the year ended 31 December 2011

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, the provision of cable television, telephony, broadband internet and other telecommunication services as well as running some of the telecommunication services over which they are provided

The company is a wholly owned subsidiary undertaking of Virgin Media Inc. The Virgin Media group ("the group") is a leading entertainment and communications business, being a "quad play" provider of broadband internet, television, fixed line telephony and mobile telephony services that offer a variety of entertainment and communications services to residential and commercial customers throughout the UK

As at 31 December 2011, the group provided services to approximately 4.8 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 and at 31 December 2011 provided mobile telephony services to approximately 1.5 million prepay mobile customers and approximately 1.5 million contract mobile customers over third party networks. As of 31 December 2011, approximately 64% of residential customers on the group's cable network were "triple play" customers, receiving broadband internet, television and fixed line telephony services from the group. In addition, the group provides a complete portfolio of voice, data and internet solutions to businesses, public sector organizations and service providers in the UK through Virgin Media Business.

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 television on-demand services available in the UK market.

On 30 September 2011 the group completed the disposition of its interest in the UKTV television channels to a subsidiary of Scripps Networks Interactive Inc On 12 July 2010 the group sold its television channel business known as Virgin Media TV

The Directors' Report (continued)

Year ended 31 December 2011

Key performance indicators (KPI's)

The company's key financial and other performance indicators for the year are considered below

	2011	2010 Comments
Turnover (£000)	20,811	20,654 Turnover has increased by 0 8% primarily due to successful up-selling and cross-selling to our existing customer base, together with the uptake of broadband from new and existing customers, partially offset by decline in telephone usage and higher price discounting to stimulate customer activity and retention in light of competitive factors in the market
Gross profit margin (%)	83 4	82 1 This increase reflects changes in the product mix including additional customers subscribing to the higher margin broadband product, partially offset by higher price discounting to stimulate customer activity
Administrative expenses (£000)	13,117	11,714 Administrative expenses have increased by 12 0% during 2011 primarily due to higher asset usage recharges allocated to the company by fellow group undertakings, partially offset by net profit on foreign currency translation of £84,000 (2010 - net loss of £158,000)

Selected statistics for residential cable customers served by the company at 31 December 2011 and 31 December 2010 are shown in the table below

	2011	2010
Products		
Television	31,000	31,300
Fixed line telephone	34,100	34,600
Broadband	33,100	33,000
Total	98,200	98,900
Total customers	37,800	38,300
Products per customer	2.60	2 58

Each television, telephone and broadband internet subscriber directly connected to the company's network counts as one product. Accordingly, a subscriber who receives both telephone and television services counts as two products. Products may include subscribers receiving some services for free or at a reduced rate in connection with promotional offers.

The company reported a decrease in both net current liabilities and net liabilities for the year ended 31 December 2011 as a result of normal operations. During the year, no new external finance was arranged and there was no movement in the called up equity share capital of the company. Operations were financed through the company's inter-company balances with fellow group undertakings.

The Directors' Report (continued)

Year ended 31 December 2011

Future outlook

Detail of the future outlook of the group is provided in Virgin Media Inc 's financial statements and annual report for 2011, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

Results and dividends

The profit for the financial year, after taxation, amounted to £2,784,000 (2010 - profit of £3,313,000) The directors have not recommended an ordinary dividend (2010 - £nil)

Principal risks and uncertainties

Financial and operational risk management is undertaken as part of the group operations as a whole. The company's operations expose it to a variety of operational and financial risks. These are considered 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

Directors

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

R C Gale

J C Tillbrook (Appointed 16 September 2011) R M Mackenzie (Resigned 16 September 2011)

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 the company's ultimate parent company 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

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/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Signed on behalf of the directors

K. C. Char

R C Gale Director

Approved by the directors on 18 September 2012

Statement of Directors' Responsibilities

Year ended 31 December 2011

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 period. 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.

Independent Auditor's Report to the Members of ntl CableComms Stockport

Year ended 31 December 2011

We have audited the financial statements of ntl CableComms Stockport for the year ended 31 December 2011 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 15 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them 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 members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent Auditor's Report to the Members of ntl CableComms Stockport (continued)

Year ended 31 December 2011

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

J I Gordon (Senior Statutory Auditor)

Euro Wary LLP

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

18 September 2012

Profit and Loss Account

Year ended 31 December 2011

	Note	2011 £000	2010 £000
Turnover		20,811	20,654
Cost of sales		(3,452)	(3,700)
Gross profit		17,359	16,954
Administrative expenses Other operating income	2	(13,117) 558	(11,714) -
Operating profit	3	4,800	5,240
Attributable to Operating profit before exceptional items Exceptional items	3	4,800 4,800	5,393 (153) 5,240
Interest payable and similar charges	5	(1,953)	(1,841)
Profit on ordinary activities before taxation		2,847	3,399
Tax on profit on ordinary activities	6	(63)	(86)
Profit for the financial year		2,784	3,313

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

Balance Sheet

31 December 2011

		2011	2010
First seeds	Note	£000	£000
Fixed assets Tangible assets	7	18,769	18,917
Current assets			
Debtors due within one year	8	23,446	20,353
Creditors: Amounts falling due within one year	9	(43,864)	(44,022)
Net current liabilities		(20,418)	(23,669)
Total assets less current liabilities		(1,649)	(4,752)
Creditors: Amounts falling due after more than one year	10	(5,495)	(5,176)
Net liabilities		(7,144)	(9,928)
Capital and reserves			
Share capital	13	80,466	80,466
Profit and loss account	14	(87,610)	(90,394)
Deficit	14	(7,144)	(9,928)

These financial statements were approved by the directors on 18 September 2012 and are signed on their behalf by

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R C Gale Director

Notes to the Financial Statements

Year ended 31 December 2011

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

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

Fundamental accounting concept

The financial statements have been prepared on the going concern basis because the ultimate parent undertaking 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

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 it ultimate parent company, Virgin Media Inc

Turnover

Turnover represents the value of services provided, stated net of value added tax and discounts, and is attributable to continuing activities, being the provision of cable television, telephony, broadband internet and other telecommunication services and to run certain of the telecommunication systems over which they are provided, 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 on a straight line basis over the expected useful economic life of that asset as follows

Network assets

3 - 30 years

Other fixed assets

- Freehold property

30 years

- Leasehold property

period of lease

- 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

Notes to the Financial Statements

Year ended 31 December 2011

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

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. The resulting exchange differences are taken to the Profit and Loss Account

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. Other operating income

	2011	2010
	£000	£000
Other operating income	558	_

Other operating income represents an allocation of a VAT rebate received by the group during the year

Notes to the Financial Statements

Year ended 31 December 2011

3. Operating profit

Operating profit is stated after charging/(crediting)

	2011	2010
	£000	£000
Depreciation of owned tangible fixed assets	2,372	2,337
Loss on disposal of fixed assets	35	_
Net (profit)/loss on foreign currency translation	(84)	158
Increase in provision against amounts owed by group undertakings	· -	153

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 2011 concluded no impairment against amounts due from group undertakings is required (2010 - impairment of £153,000).

Auditor's remuneration of £2,000 (2010 - £2,000) represents costs allocated to the company by fellow group undertakings that pay all auditor's remuneration on behalf of the group

The directors received remuneration for the year of £2,427 (2010 - £1,774) in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited. The company had corporate directors until 30 April 2010 that received no remuneration. On 30 April 2010 new directors were appointed.

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

4. Staff costs

The company does not have any directly employed staff but is charged an allocation of staff costs by the group Details of staff numbers and staff costs of the group are disclosed in the group accounts of Virgin Media Finance PLC

5. Interest payable and similar charges

	2011	2010
	£000	£000
Preference share dividend payable	319	319
Interest on amounts owed to group undertakings	1,634	1,522
	1.053	1.041
	1,953	1,841

2010

2011

Notes to the Financial Statements

Year ended 31 December 2011

6.	Tax on profit on ordinary activities		
	(a) Analysis of charge in the year		
	The tax charge is made up as follows		
		2011	2010
		£000	£000
	Current tax charge:		
	Current tax on profit for the year	-	-
	Deferred tax:		
	Origination and reversal of timing differences	-	-
	Foreign tax charge:		
	Current tax on income for the year	63	86
	Total tax charge on profit on ordinary activities	-	
	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 is lower than (2010 - lower) the standard rate of corporation tax in the UK of 26 50% (2010 - 28%)

The difference between the effective statutory rate and the actual current tax charge is reconciled as follows

	2011	2010
	£000	£000
Profit on ordinary activities before taxation	2,847	3,399
Profit on ordinary activities multiplied by rate of tax	754	952
Effects of		
Net (income not taxable)/expenses not deductible for tax purposes	(58)	138
Depreciation in excess of capital allowances	646	656
Utilisation of tax losses and other deductions	(1,342)	(1,746)
US tax expense	63	86
Total current tax (note 6(a))	63	86

Notes to the Financial Statements

Year ended 31 December 2011

6. Tax on profit on ordinary activities (continued)

(c) Factors that may affect future tax charges

Deferred tax assets in respect of the following amounts 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

	2011	2010
	€000	£000
Tax losses	3,313	5,357
Depreciation in excess of capital allowances	15,006	15,559
	18,319	20,916

(d) Change in tax rate

As at 31 December 2011 the enacted UK corporation tax rate was 25%. A rate reduction to 24% was substantively enacted under the Provisional Collection of Taxes Act in March 2012 with effect from 1 April 2012, and further rate reductions were announced to be introduced in annual decrements to reduce the rate to 22%. In addition, changes to the capital allowances regime were enacted in the Finance Act 2011, including a reduction in the rate of capital allowances on plant and machinery additions from 20% to 18% with effect from 1 April 2012. These rate changes will affect the amount of future tax payments to be made by the company. The unprovided deferred tax assets have been calculated using the enacted rates as at 31 December 2011.

7. Tangible fixed assets

	Network	Other	Total
	£000	£000	£000
Cost			
At 1 January 2011	77,337	1,001	78,338
Additions	2,259	_	2,259
Disposals	(1,431)	(14)	(1,445)
At 31 December 2011	78,165	987	79,152
Depreciation			
At 1 January 2011	58,869	552	59,421
Charge for the year	2,329	43	2,372
On disposals	(1,396)	<u>(14)</u>	(1,410)
At 31 December 2011	59,802	581	60,383
Net book value			
At 31 December 2011	18,363	<u>406</u>	18,769
At 31 December 2010	18,468	449	18,917

Notes to the Financial Statements

Year ended 31 December 2011

7.	Tangible fixed assets (continued)		
	Included in "Other" are the following net book values of land and buildings		2010
	Freehold Short leasehold improvements	2011 £000 236 166	2010 £000 248 193
8.	Debtors		
	Amounts owed by group undertakings	2011 £000 23,446	2010 £000 20,353
	The analysis of amounts owed by group undertakings is	2011 £000	2010 £000
	Amounts owed by group undertakings Impairment provision on amounts owed by group undertakings	23,599 (153)	20,506 (153)
	Amounts owed by group undertakings are unsecured and repayable on demand	23,446	20,353
9.	Creditors: Amounts falling due within one year		
	Amounts owed to group undertakings	2011 £000 43,864	2010 £000 44,022
	The analysis of amounts owed to group undertakings is	2011	2010
	Loans advanced by group undertakings Other amounts owed to group undertakings	£000 41,694 2,170 43,864	£000 41,852 2,170 44,022

Amounts owed to group undertakings are unsecured and repayable on demand

Notes to the Financial Statements

Year ended 31 December 2011

10.	Creditors: Amounts falling due after more than one year		
		2011 £000	2010 £000
	2 Preference shares of £1 each	_	-
	Preference share dividend payable to group undertakings	5,495	5,176
		5,495	5,176

Details of the preference shares which are held by group undertakings, are set out in note 13

11. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks. As at 31 December 2011 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 including those of the company.

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 2011 amounted to approximately £2,575 million (2010 - £1,495 million). Borrowings under the notes are secured against the assets of certain members of the group including those of the company

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

12. 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 15)

13. Share capital

Authorised share capital:

			2011	2010
			£000	£000
80,465,934 Ordinary 'A' shares of £1 each			80,466	80,466
2 Preference shares of £1 each				-
			80,466	80,466
Allotted, called up and fully paid:				
	2011		2010	
	No	£000	No	£000
Ordinary 'A' shares of £1 each	80,465,934	80,466	80,465,934	80,466

Notes to the Financial Statements

Year ended 31 December 2011

13. Share capital (continued)

The preference shares which are held by group undertakings are classified as a liability under FRS 25 and shown in note 10

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 Shareholder

The company's Articles of Association provide for a fixed cumulative dividend at the rate of £319,000 per annum. This dividend will accrue on a daily basis from 31 December 1993 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 £319,000 due to the non-equity shareholder for each of the years ended 31 December 2011 and 31 December 2010 has been treated as an expense in the Profit and Loss Account in accordance with FRS 25 "Financial Instruments" Disclosure and Presentation"

14. Reconciliation of deficit and movement on reserves

	Profit and loss			
	Share capital	account	Deficit	
	£000	£000	£000	
At 1 January 2010	80,466	(93,707)	(13,241)	
Profit for the year	-	3,313	3,313	
At 31 December 2010 and 1 January 2011	80,466	(90,394)	(9,928)	
Profit for the year		2,784	2,784	
At 31 December 2011	80,466	(87,610)	(7,144)	

Notes to the Financial Statements

Year ended 31 December 2011

15. 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 are consolidated are Virgin Media Finance PLC and Virgin Media Inc, respectively

The company's ultimate parent undertaking and controlling party at 31 December 2011 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 company secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP