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# ntl CABLECOMMS OLDHAM AND TAMESIDE
# (FORMERLY CABLE & WIRELESS COMMUNICATIONS CABLECOMMS OLDHAM AND TAMESIDE)

Report and Accounts

31 December 2000

ERNST & YOUNG

Registered No. 2446185

**DIRECTORS**
J B Knapp
J Gregg

**SECRETARY**
R Mackenzie

**DEPUTY COMPANY SECRETARY**
G James

**AUDITORS**
Ernst & Young LLP
Becket House
1 Lambeth Palace Road
London SE1 7EU

**BANKERS**
Barclays Bank PLC
54 Lombard Street
London EC3P 3AH

**SOLICITORS**
Travers Smith Braithwaite
10 Snow Hill
London EC1A 2AL

**REGISTERED OFFICE**
ntl House
Bartley Wood Business Park
Hook
Hampshire RG27 9UP

# DIRECTORS' REPORT

The directors present their report and accounts for the nine month period ended 31 December 2000.

## RESULTS AND DIVIDENDS

The company made a loss for the period of £8,975,000 (year ended 31 March 2000 – £4,691,000). The preference dividend of £364,281 to the non-equity shareholders for the period ended 31 December 2000 (year ended 31 March 2000 – £485,708) 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 the period ended 31 December 2000 of £9,339,000 (year ended 31 March 2000 – £5,177,000) has been transferred to reserves.

## PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

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

On 26 July 1999, Cable and Wireless plc, NTL Incorporated 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 Incorporated 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 Incorporated, 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 CableComms Oldham and Tameside.

On 8 May 2002, NTL Incorporated, the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, announced that they each had filed "prearranged" Chapter 11 cases under United States bankruptcy laws. On 24 May 2002, NTL Incorporated and the other debtors in the Chapter 11 cases filed their amended joint reorganisation plan (the "Plan"), amending and superseding the plan filed on 8 May 2002, and an amended disclosure statement. Under the proposed Plan, approximately $10.6 billion of debt will be converted into equity in two reorganised companies – NTL UK and Ireland and NTL Euroco. The Plan has received agreement in principle from a steering committee of NTL's lending banks, and an unofficial committee of NTL's public bondholders (holding over 50% of the face value of NTL's bonds) has agreed to support the Plan.

DIRECTORS' REPORT

**DIRECTORS AND THEIR INTERESTS**

The directors who served during the period ended 31 December 2000 and thereafter are shown below:

| | |
|---|---|
| R Beveridge | (resigned 30 May 2000) |
| S Carter | (appointed 1 December 2000; resigned 20 February 2002) |
| G Clarke | (resigned 30 May 2000) |
| P Clesham | (appointed 30 May 2000; resigned 11 July 2000) |
| B Dew | (appointed 30 May 2000; resigned 1 February 2002) |
| R Drolet | (resigned 30 May 2000) |
| J Gregg | (appointed 20 February 2002) |
| D Kelham | (appointed 30 May 2000; resigned 1 December 2000) |
| J B Knapp | (appointed 20 February 2002) |
| R Mackenzie | (appointed 30 May 2000; resigned 20 February 2002) |
| M Molyneux | (resigned 30 May 2000) |
| S Ross | (appointed 1 November 2000; resigned 20 February 2002) |
| L Wood | (appointed 30 May 2000; resigned 1 December 2000) |

The directors do not hold any interests in the shares of the company. The company seeks exemption not to disclose the directors' interests in the common stock of NTL Incorporated, a company incorporated in the USA and the ultimate parent undertaking of the company.

**EMPLOYEES**

The company has no employees. Substantially all group employees are employed by a fellow subsidiary, 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.

**AUDITORS**

Arthur Andersen resigned as auditors on 31 July 2001 and Ernst & Young LLP were appointed in their place.

A resolution to reappoint Ernst & Young LLP as the company's auditor will be put to the forthcoming Annual General Meeting.

By order of the Board

G James
Deputy Company Secretary

29 AUG 2002

## STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare 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 at any time the financial position of the company and to 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.

ERNST & YOUNG

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NTL CABLECOMMS OLDHAM AND TAMESIDE (FORMERLY CABLE & WIRELESS COMMUNICATIONS OLDHAM AND TAMESIDE)**

We have audited the company's accounts for the period ended 31 December 2000, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 16. These accounts have been prepared on the basis of the accounting policies set out therein.

**Respective responsibilities of directors and auditors**

As described in the Statements of Directors' Responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom 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 company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the 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.

**Fundamental uncertainty – going concern**

In forming our opinion, we have considered the adequacy of the disclosures made in Notes 1 and 1(a) of the accounts concerning the fundamental uncertainty as to whether or not the company is a going concern. The company is dependent on continuing finance being made available to enable it to meet its liabilities as they fall due. To date, this finance has been provided by bank facilities and borrowings from its ultimate parent undertaking NTL Incorporated and certain of its subsidiaries (collectively "NTL"). As explained in detail in Notes 1 and 1(a), NTL Incorporated has entered into a recapitalisation process, the success of which is dependent upon the continuing agreement of NTL's creditors, as well as adequate liquidity being available to complete the process. As part of this process NTL Incorporated and five of its subsidiary undertakings filed, on 8 May 2002, prearranged cases and a pre-negotiated Plan of Reorganisation, as amended on 24 May 2002, with the United States Bankruptcy Court for the Southern District of New York under Chapter 11 of the United States Bankruptcy Code.

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The Chapter 11 bankruptcy filing constituted an event of default under the terms of the bonds issued by each of the entities which made the filing, and as such amounts outstanding on those bonds became immediately due and payable. The Chapter 11 filing also constituted an event of default under the terms of NTL's UK and Swiss credit facilities, allowing the lenders to declare amounts outstanding on those facilities immediately due and payable.

Should the recapitalisation process not be successfully completed, and should financial support no longer be available to the company, the company would not be able to continue as a going concern.

The accounts do not include any adjustments that would result should the recapitalisation process not be successfully completed and should financial support no longer be available to the company. It is not practical to quantify any adjustments that might be required. In view of the significance of this fundamental uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

**Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2000, and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London

23 AUG 2002

## PROFIT AND LOSS ACCOUNT
for the nine month period ended 31 December 2000

| | Notes | *Nine month period ended 31 December 2000 £000* | *Year ended 31 March 2000 £000* |
|---|---|---|---|
| **TURNOVER** | | 11,155 | 14,786 |
| Cost of sales | | (4,873) | (5,716) |
| **GROSS PROFIT** | | 6,282 | 9,070 |
| Other operating expenses (net) | | (10,356) | (7,376) |
| Depreciation and amortisation | 7 | (2,505) | (2,423) |
| **OPERATING LOSS** | | (6,579) | (729) |
| Net interest payable | 5 | (2,396) | (3,962) |
| **LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION** | 4 | (8,975) | (4,691) |
| Tax on loss on ordinary activities | 6 | – | – |
| **LOSS ON ORDINARY ACTIVITIES AFTER TAXATION** | | (8,975) | (4,691) |
| Dividends | 10 | (364) | (486) |
| **RETAINED LOSS FOR THE FINANCIAL PERIOD/YEAR** | 11 | (9,339) | (5,177) |

All activities derive from continuing operations.

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains or losses other than those reflected in the profit and loss account.

ntl CableComms Oldham and Tameside
(formerly Cable & Wireless Communications CableComms Oldham and Tameside)

# BALANCE SHEET
at 31 December 2000

| | Notes | *31 December 2000 £000* | *31 March 2000 £000* |
|---|---|---|---|
| **FIXED ASSETS** | | | |
| Tangible assets | 7 | 55,787 | 58,456 |
| **CURRENT ASSETS** | | | |
| Debtors | 8 | 22,109 | 28,415 |
| **NET CURRENT ASSETS** | | 22,109 | 28,415 |
| **TOTAL ASSETS** | | 77,896 | 86,871 |
| **CAPITAL AND RESERVES** | | | |
| Called up share capital | 9 | 114,889 | 114,889 |
| Profit and loss account | 10 | (36,993) | (28,018) |
| **SHAREHOLDERS' FUNDS** | | 77,896 | 86,871 |
| Equity interests | 11 | 74,873 | 84,212 |
| Non-equity interests | 10 | 3,023 | 2,659 |
| | | 77,896 | 86,871 |



J Gregg
Director

23 AUG 2002

NOTES TO THE ACCOUNTS
at 31 December 2000

## 1. ACCOUNTING POLICIES

***Fundamental accounting concept***

The accounts have been prepared on the assumption that the company is a going concern. At the date of approving the accounts there exists a fundamental uncertainty regarding the company's ability to continue as a going concern.

The company has historically required, and continues to require, significant amounts of capital to finance construction of its network, connection of customers to its network, other capital expenditures and working capital needs. The company has historically met these liquidity requirements through borrowings from commercial banks and from NTL Incorporated ("the Company") and its subsidiaries (collectively "NTL").

NTL's UK credit facilities are fully drawn. NTL Communications Corp. ("NTL CC"), a wholly-owned subsidiary of NTL Incorporated, did not pay cash interest on certain series of its notes that was due on 1 April 2002, 15 April 2002 and 15 May 2002. NTL Incorporated and NTL (Delaware), Inc ("NTL Delaware"), a wholly-owned subsidiary of NTL Incorporated, also did not pay cash interest and related fees on a series of their notes that were due on 15 April 2002. As of 31 March 2002, the Company had approximately $622.7 million in cash, cash equivalents and marketable securities on hand and, in April 2002, received approximately $306 million net cash proceeds from the sale of its Australian business. The Company may require additional cash in the twelve months from 1 April 2002 to 31 March 2003. The Company expects to obtain a Debtor in Possession ("DIP") Facility to meet the potential cash requirements of the Company and its subsidiaries. The Company believes that cash, cash equivalents and marketable securities on hand at 31 March 2002, the cash received from the sale of NTL Australia and the cash expected to be available from the DIP Facility will be sufficient for its and its subsidiaries cash requirements until 31 March 2003.

Furthermore, both the equity and debt capital markets have recently experienced periods of volatility, particularly for securities issued by telecommunications and technology companies. The ability of telecommunications companies to access those markets as well as their ability to obtain financing provided by bank lenders and equipment suppliers has become more restricted and financing costs have increased. During some recent periods, the capital markets have been largely unavailable to new issues of securities by telecommunications companies. NTL's public equity is no longer trading on the New York Stock Exchange, and its public debt securities are trading at or near all time lows.

These factors mean that the company does not have access to its historic sources of capital. Therefore NTL's ability to provide continuing finance to the company depends on a restructuring of some or all of NTL's debt.

Details of NTL Incorporated's proposed recapitalisation plan have been included in note 1(a). As stated in note 1(a) NTL Incorporated and five of its subsidiary undertakings filed, on 8 May 2002, prearranged cases and a pre-negotiated Plan of Reorganisation, as amended on 24 May 2002, with the United States Bankruptcy Court for the Southern District of New York under Chapter 11 of the United States Bankruptcy Code. The Chapter 11 bankruptcy filing constituted an event of default under the terms of bonds issued by each of the entities which made the filing, and as such amounts outstanding on those bonds became immediately due and payable. The Chapter 11 filing also constituted an event of default under the terms of NTL's UK and Swiss credit facilities, allowing the lenders to declare amounts outstanding on those facilities immediately due and payable.

During the recapitalisation process, the company has maintained normal and regular trade terms with its suppliers and customers. There can be no assurance that the company's suppliers will continue to provide normal trade or credit on acceptable terms, if at all, or those customers will continue to do business or enter into new business with the company.

1. **ACCOUNTING POLICIES** (continued)

***Fundamental accounting concept*** (continued)

The recapitalisation plan set out in note 1(a) is at an early stage and it may be several months before the outcome can be seen with any certainty. When assessing the foreseeable future the directors have been unable to look to a period of twelve months from the date of approval of the accounts. The directors consider that the material uncertainties referred to above cast substantial doubt upon the company's ability to continue as a going concern for the foreseeable future. Should the recapitalisation process not be successfully completed, and should financial support no longer be available to the company, the company would not be able to continue as a going concern. Nevertheless, because of the actions currently being taken by NTL, the directors of the company consider that it is appropriate to prepare the company's accounts on a going concern basis, which assumes that the company is to continue in operational existence for the foreseeable future.

The accounts do not include any adjustments that would result should the recapitalisation process not be completed and should financial support no longer be available to the company. It is not practical to quantify the adjustments to the carrying value of fixed assets or additional provisions that might be required, but should any adjustments be required they may be significant.

***Accounting convention***

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

***Basis of accounting***

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

***Turnover and revenue recognition***

Turnover, which excludes value added tax, is accounted for on the accruals basis. Revenue is recognised in the period in which the service is provided. Turnover derives from local, national and international telecommunications and cable television services.

***Tangible fixed assets and depreciation***

Tangible fixed assets are recorded at cost which includes materials, direct labour and administrative expenses directly attributable to the design, construction and connection of the telecommunications and cable television networks and equipment.

General administrative expenses to be capitalised include all overheads of those departments responsible solely for design (including feasibility studies), construction and connection. Where departments spend only part of their time on functions directly connected with design, construction and connection, the relevant proportion of total overheads is capitalised. Costs which are initially capitalised on projects under construction where the projects do not become operational are written off to the profit and loss account, once it is determined that the project will not become operational.

Costs of departments relating to revenue related operations, such as direct selling, marketing and other customer related departments, are not capitalised.

NOTES TO THE ACCOUNTS
at 31 December 2000

1. **ACCOUNTING POLICIES** (continued)

***Capitalisation of interest***
Interest is capitalised as part of the cost of separately identifiable major capital projects, up to the time that such projects are substantially complete. The amount of interest capitalised is calculated as the capitalisation rate multiplied by the weighted average carrying amount of major capital projects under construction. During the period to 31 March 1999, the capitalisation rate was the company's weighted average cost of 8%. The net book value of capitalised interest in this company relates to amounts capitalised up to 31 March 1999. For each of the following financial years, capitalised interest will be presented within the balance sheet of ntl Communications Services Limited.

***Depreciation***
Depreciation is provided on the difference between the cost of tangible fixed assets and their estimated residual value in equal annual instalments over the estimated useful lives of the assets.

The current estimated useful lives are as follows:

Land and buildings:

| | | |
|---|---|---|
| – freehold buildings | – | to 40 years |
| – leasehold land and buildings | – | to 40 years or term of lease if less |
| – leasehold improvements | – | remaining term of lease or expected useful life of the improvements |

Communications network plant and equipment:

| | | |
|---|---|---|
| – ducting and network construction | – | 10 to 40 years |
| – electronic equipment and cabling | – | 10 to 20 years |
| – other network plant and equipment | – | 6 to 25 years |
| | | |
| Non-network plant and equipment | – | 3 to 10 years |

Freehold land, where the cost is distinguishable from the cost of the building thereon, is not depreciated.

After a portion of the network is fully constructed and released to operations, depreciation of the network commences when target rates of penetration are achieved or no later than one year after the release date.

***Franchise applications and other start-up costs***
Franchise application costs represent the acquisition costs of rights to operate a telecommunications network in a given territory. Costs of successful and unsuccessful cable television franchise applications are written off as incurred. Costs incurred between the award of a franchise licence and the connection of the first customer are written off over the period during which revenues are generated by the franchise.

***Leased assets***
Operating lease costs are charged to operating loss on a straight-line basis over the lease term.

***Deferred taxation***
The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. The company provides for deferred tax only when there is a reasonable probability that the liability will arise in the foreseeable future. Where deferred tax is provided, the liability method is used. No deferred tax assets are recognised in respect of accumulated losses except where necessary to reduce a deferred tax liability to nil.

**1. ACCOUNTING POLICIES** (continued)

***Provisions***

The company accounts for provisions in accordance with Financial Reporting Standard No. 12 'Provisions and Contingencies'. Consequently, provisions are only recognised when the company has a legal or constructive obligation to transfer economic benefits as a result of past events. The amount recognised as a provision is a realistic and prudent estimate of the expenditure required to settle the obligation.

***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 of which consolidated accounts are publicly available (see note 16).

***Turnover***

Turnover is attributable principally to the provision of telecommunications (including cable television) services in the United Kingdom. The directors consider this to be a single class of business and accordingly no segmental analysis of operating loss or net assets is shown.



**1(a). RECAPITALISATION PROCESS**

On 31 January 2002, NTL Incorporated announced that it had appointed Credit Suisse First Boston, JP Morgan and Morgan Stanley to advise on strategic and recapitalisation alternatives to strengthen its balance sheet and reduce debt and put an appropriate capital structure in place for its business. Since then, NTL has been evaluating various recapitalisation alternatives to effect a comprehensive consensual reorganisation in a timely manner to minimise negative effects on its business operations.

On 16 April 2002, NTL announced that it had reached an agreement in principle with an unofficial committee of its public bondholders and France Telecom (a significant holder of NTL Incorporated's preferred stock) and had executed a non-binding term sheet on a comprehensive recapitalisation. The members of the committee hold in aggregate over 50% of the face value of NTL and its subsidiaries' public bonds. The recapitalisation, if implemented, would result in a conversion of approximately $10.6 billion of debt into equity.

On 2 May 2002, a steering committee of NTL's bank lenders approved in principle the recapitalisation previously agreed between NTL and its public bondholders, subject to a non-binding term sheet.

In order to implement the proposed recapitalisation, on 8 May 2002 NTL Incorporated, NTL Delaware, NTL CC, Communications Cable Funding Corp., Diamond Cable Communications Limited and Diamond Holdings Limited filed prearranged cases and a pre-negotiated Plan of Reorganisation with the United States Bankruptcy Court for the Southern District of New York under Chapter 11 of the United States Bankruptcy Code, because, amongst other things, the bonds issued by all of these companies are governed by New York law. NTL's operating subsidiaries were not included in the Chapter 11 filing. The Chapter 11 bankruptcy filing constituted an event of default under the terms of bonds issued by each of the entities which made the filing, and as such amounts outstanding on those bonds became immediately due and payable. The Chapter 11 filing also constituted an event of default under the terms of NTL's UK and Swiss credit facilities, allowing the lenders to declare amounts outstanding on those facilities immediately due and payable.

To facilitate the recapitalisation, certain members of the unofficial committee of bondholders have committed to provide up to $500 million of new debt financing to NTL's UK and Ireland operations during the Chapter 11 process and post-recapitalisation, subject to Bankruptcy Court approval. The new financing will ensure that NTL's business operations have access to sufficient liquidity to continue ordinary operations.

1(a). **RECAPITALISATION PROCESS** (continued)
Under the proposed recapitalisation plan, NTL would be split into two companies, one tentatively called NTL UK and Ireland and holding substantially all of NTL's UK and Ireland assets, and one tentatively called NTL Euroco and holding substantially all of NTL's continental European and other assets.

Notes of Diamond Holdings Limited and NTL (Triangle) LLC would remain outstanding and will be kept current in interest payments. Holders of notes of NTL Incorporated, NTL Delaware (other than France Telecom), NTL CC and Diamond Cable Communications Limited would in the aggregate receive, on account of their ownership of such notes, 100% of the initial common stock of NTL UK and Ireland and approximately 86.5% of the initial common stock of NTL Euroco, as well as certain cash and other property. NTL Delaware bondholders would have the option to reinvest all or a portion of NTL Delaware cash, to be received under the Plan, in additional shares of NTL UK and Ireland common stock, or to receive such cash in the recapitalisation. Existing preferred and common stockholders, including France Telecom, would receive rights (to be priced at a $10.5 billion enterprise value) and warrants (including certain warrants to be received upon exercise of such rights) entitling them to purchase primary common stock of NTL UK and Ireland at the consummation of the proposed plan, in the case of the rights, and for the duration of the eight-year warrants, in the case of the warrants, at prescribed prices. If fully exercised, those rights and warrants would entitle the current preferred stockholders to acquire approximately 23.6% and the current common stockholders to acquire approximately 8.9% of the entity's primary common stock.

The recapitalisation transaction currently contemplates that the UK bank debt will remain unimpaired.

Existing NTL Incorporated preferred stockholders other than France Telecom would also receive approximately 3.2%, and existing common stockholders, other than France Telecom, would receive approximately 10.3% of the primary equity of NTL Euroco. It is contemplated that subject to consummation of the recapitalisation France Telecom would also receive NTL's 27% interest in Noos, pursuant to a pledge of such interest to France Telecom given at the time of its acquisition by NTL.

2. **STAFF NUMBERS AND COSTS**
ntl (CWC) Ltd, a fellow group company, employs most of the group's employees. Details of staff numbers and staff costs for the group are disclosed in the accounts of ntl (CWC) Ltd.

3. **DIRECTORS' AND AUDITORS' REMUNERATION**
The directors did not receive any remuneration during the period (year ended 31 March 2000 – £nil).

The auditors' remuneration is paid by NTL Group Limited and is disclosed in the accounts of NTL (UK) Group, Inc.

NOTES TO THE ACCOUNTS
at 31 December 2000

## 4. 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 before taxation is stated after charging:

| | *Nine month period ended 31 December 2000 £000* | *Year ended 31 March 2000 £000* |
|---|---|---|
| Depreciation of owned tangible fixed assets | 2,505 | 2,423 |
| Operating lease payments | 21 | 35 |

## 5. NET INTEREST PAYABLE

| | *Nine month period ended 31 December 2000 £000* | *Year ended 31 March 2000 £000* |
|---|---|---|
| Interest on loans from fellow group undertakings | 2,396 | 3,962 |

## 6. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no corporation tax for the financial period (year ended 31 March 2000 – £nil). The company has significant tax losses available for offset against future trading profits. There is no unprovided deferred tax liability. There is a deferred tax asset in respect of unutilised losses that has not been recognised on the grounds of prudence.

NOTES TO THE ACCOUNTS
at 31 December 2000

## 7. TANGIBLE FIXED ASSETS

| | *Land and buildings* | *Network cable, plant and equipment* | *Non-network plant and equipment* | *Total* |
|---|---|---|---|---|
| | *£000* | *£000* | *£000* | *£000* |
| Cost: | | | | |
| At 1 April 2000 | 470 | 69,266 | 41 | 69,777 |
| Disposals | – | (164) | (15) | (179) |
| At 31 December 2000 | 470 | 69,102 | 26 | 69,598 |
| Accumulated depreciation: | | | | |
| At 1 April 2000 | 86 | 11,194 | 41 | 11,321 |
| Disposals | – | – | (15) | (15) |
| Charge for the period | 13 | 2,492 | – | 2,505 |
| At 31 December 2000 | 99 | 13,686 | 26 | 13,811 |
| Net book value: | | | | |
| At 31 December 2000 | 371 | 55,416 | – | 55,787 |
| At 31 March 2000 | 384 | 58,072 | – | 58,456 |

The net book value includes capitalised interest of £548,410 (year ended 31 March 2000 – £412,000). Network cable, plant and equipment includes £950,000 (year ended 31 March 2000 – £1,013,000) in respect of assets not yet in service and consequently upon which depreciation has not been charged.

The net book value of land and buildings comprised:

| | *31 December 2000* | *31 March 2000* |
|---|---|---|
| | *£000* | *£000* |
| Freehold | 61 | 62 |
| Short leasehold | 310 | 322 |
| | 371 | 384 |

Freehold land amounting to £22,500 is not depreciated.

## 8. DEBTORS

| | 31 December 2000 £000 | 31 March 2000 £000 |
|---|---|---|
| Amounts owed by fellow group undertakings | 22,109 | 28,415 |

## 9. SHARE CAPITAL

| | 31 December 2000 No. | 31 December 2000 £000 | 31 March 2000 No. | 31 March 2000 £000 |
|---|---|---|---|---|
| Authorised: | | | | |
| Preference shares of £1 each | 2 | – | 2 | – |
| 'A' ordinary shares of £1 each | 114,889,091 | 114,889 | 114,889,091 | 114,889 |
| Called up, allotted and fully paid: | | | | |
| Preference shares of £1 each | 2 | – | 2 | – |
| 'A' ordinary shares of £1 each | 114,889,091 | 114,889 | 114,889,091 | 114,889 |

***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, speak and 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*
A fixed cumulative preferential dividend at the rate £485,708 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 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 £364,281 to the non-equity shareholders for the period ended 31 December 2000 (year ended 31 March 2000 – £485,708) 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 and Movement on Reserves (see note 11).

NOTES TO THE ACCOUNTS
at 31 December 2000

## 10. PROFIT AND LOSS ACCOUNT

| | *31 December 2000 £000* | *31 March 2000 £000* |
|---|---|---|
| At start of period/year | (28,018) | (23,327) |
| Retained loss for the financial period/year | (9,339) | (5,177) |
| | (37,357) | (28,504) |
| Undeclared dividends due to non-equity shareholders | 364 | 486 |
| At end of period/year | (36,993) | (28,018) |

Cumulative undeclared dividends due to non-equity shareholders

| | *31 December 2000 £000* | *31 March 2000 £000* |
|---|---|---|
| At start of period/year | 2,659 | 2,173 |
| Appropriated during the period/year | 364 | 486 |
| At end of period/year | 3,023 | 2,659 |

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## 11. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

| | *31 December 2000 £000* | *31 March 2000 £000* |
|---|---|---|
| Loss for the financial period/year | (8,975) | (4,691) |
| Issue of ordinary shares | – | 83,622 |
| Non-equity dividends not yet declared | (364) | (486) |
| | (9,339) | 78,445 |
| Reversal of non-equity dividends | 364 | 486 |
| Net movement in shareholders' funds | (8,975) | 78,931 |
| Opening shareholders' funds | 86,871 | 7,940 |
| Closing shareholders' funds | 77,896 | 86,871 |
| ***Total shareholders' funds*** | | |
| Equity share capital | 114,889 | 114,889 |
| Profit and loss account | (36,993) | (28,018) |
| Total shareholders' funds | 77,896 | 86,871 |
| ***Shareholders' funds allocated to non-equity*** | | |
| Cumulative dividends not yet declared | 3,023 | 2,659 |
| | 3,023 | 2,659 |
| ***Shareholders' funds allocated to equity*** | | |
| Difference between shareholders' funds and amount allocated to non-equity interests | 74,873 | 84,212 |
| Made up as follows: | | |
| Equity shares | 114,889 | 114,889 |
| Profit and loss account | (36,993) | (28,018) |
| Cumulative dividends due to non-equity shareholders | (3,023) | (2,659) |
| | 74,873 | 84,212 |

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**12. OPERATING LEASE COMMITMENTS**

At 31 December 2000 and 31 March 2000 the company had annual commitments under non-cancellable operating leases as follows:

| | *Land and buildings 31 December 2000 £000* | *Other 31 December 2000 £000* | *Land and buildings 31 March 2000 £000* | *Other 31 March 2000 £000* |
|---|---|---|---|---|
| Expiring: | | | | |
| Within one year | – | – | – | – |
| Between one and five yeas | – | – | – | – |
| Over five years | 21 | – | 28 | – |
| | 21 | – | 28 | – |

**13. CONTINGENT LIABILITIES**

The company, along with fellow subsidiary undertakings, is party to a senior secured credit facility with a syndicate of banks. The company is a guarantor of borrowings under this facility of certain other group companies. At 31 December 2000 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £2,277 million. Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

**14. POST BALANCE SHEET EVENTS**

In 2001 the directors of the company's ultimate parent undertaking NTL Incorporated performed a review to assess whether there was any impairment in the value of NTL's intangible assets, tangible fixed assets and investments. This review was performed because of significantly lower valuations of other companies in similar industries, the fact that the book value of NTL's net assets significantly exceeded its market capitalisation, and because it was expected that forecasts for future growth would not be achieved because of the substantial funding constraints outlined in notes 1 and 1(a). The review was performed in accordance with generally accepted accounting principles in the US. As a result of this review, NTL Incorporated recorded a loss on impairment of $9.5 billion in its consolidated financial statements included in its Form 10-K filed with the Securities and Exchange Commission for the year ended 31 December 2001.

The directors will perform an impairment review for the purposes of the company's accounts for the year ended 31 December 2001 in accordance with the requirements of Financial Reporting Standard No. 11 "Impairment of Fixed Assets and Goodwill". At the date of approval of the accounts for the period ended 31 December 2000 this review had not been completed, and so the directors are unable to determine the likelihood or possible magnitude of any losses which may result from this review.

**15. RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemption granted by paragraph 3 (c) of Financial Reporting Standard No. 8 not to disclose related party transactions with ntl group companies.

**16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING UNDERTAKING**

The largest group in which the results of the company are consolidated is that of which NTL Incorporated is the parent undertaking. The group accounts of NTL Incorporated may be obtained from The Secretary, NTL Incorporated, 110 East 59th Street, 26th floor, New York, NY 10022, USA.

The smallest group in which the results of the company are consolidated is that of which ntl (CWC Holdings) is the parent undertaking. The group accounts of ntl (CWC Holdings) may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

Since 30 May 2000, the directors regard NTL Incorporated, a company incorporated in the state of Delaware, United States of America, as the ultimate parent and controlling undertaking. Prior to that date the directors regarded Cable and Wireless plc as the ultimate parent undertaking and controlling undertaking.