

COMPANY REGISTRATION NUMBER 2460325

**Middlesex Cable Limited**  
**Financial Statements**  
**31 December 2006**



# Middlesex Cable Limited

## Financial Statements

Year ended 31 December 2006

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# Middlesex Cable Limited

## Company Information

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<b>The board of directors</b>	Virgin Media Directors Limited Virgin Media Secretaries Limited
<b>Company secretary</b>	Virgin Media Secretaries Limited
<b>Registered office</b>	160 Great Portland Street London W1W 5QA
<b>Auditor</b>	Ernst & Young LLP 1 More London Place London SE1 2AF

# Middlesex Cable Limited

## The Directors' Report

Year ended 31 December 2006

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The directors present their report and the financial statements of the company for the year ended 31 December 2006

### Principal activities and business review

The principal activity of the company during the year was, and will continue to be, to provide cable television, telephony, internet and other telecommunications services and run certain of the telephone systems over which they are provided

Following the merger of the NTL and Telewest groups on 3 March 2006, the company is now a wholly owned subsidiary undertaking of Virgin Media Inc, which changed its name from NTL Incorporated on 6 February 2007. The Virgin Media group is an innovative and pioneering UK entertainment and communications business and is the first company in the United Kingdom to offer a quad-play package of television, broadband, telephone and mobile. The group is one of the UK's most popular residential broadband and pay-as-you-go mobile providers and the second largest provider in the UK of pay television and fixed line telephone services.

Turnover has increased by 13.9% to £27.0 million for the year ended 31 December 2006 from £23.7 million in 2005. The increase predominantly relates to the increase in Broadband customers served by the company.

Customer statistics for the company were not used for management accounting or reporting purposes for 2005 and 2006, although certain statistics were tracked at regional level for the Virgin Media group. At 31 December 2006, the total number of residential customers in the Virgin Media region that included the company's operations was approximately 61,000 compared to approximately 65,000 as at 31 December 2005. Whilst overall customer number dropped, the number of Broadband customers increased by 15% to approximately 35,000.

Administration expenses decreased by 4.6% in 2006 over 2005 mainly due to a reduction of depreciation charges and reduced operating activities. Operating profit has increased from £1,634,000 in 2005 to £5,848,000 in 2006 predominantly due to the reasons stated above.

### Results and dividends

The loss for the year amounted to £33,000. The directors have not recommended a dividend.

### Financial risk management

The company's operations expose it to a variety of financial risks that include interest rate, credit, foreign exchange and liquidity risks.

#### *Liquidity risk*

The Virgin Media group manages its financial risk via secure, long-dated and cost-effective funding for the group's operations in order to minimise the adverse effects of fluctuations in the financial markets on the value of its financial assets and liabilities, profitability and cash flows.

The Virgin Media group's external debt is used to satisfy the funding requirements of group undertakings via inter-company loans on terms which generally match those of the external debt. In addition, working capital is managed centrally within the Virgin Media group creating further inter-company trading balances, on terms which are generally interest free.

#### *Interest rate and foreign exchange rate risk*

The company is subject to financial risks where interest rates are not fixed or where the debt is denominated in foreign currency. The group's policy is to manage its interest cost using a mix of fixed and variable rate financial instruments denominated in sterling and foreign currencies, and to hedge all or part of the exposure to interest rate or foreign currency risk. However the group's policy is not to hedge against interest rate or foreign currency risk in respect of inter-company debt.

# Middlesex Cable Limited

## The Directors' Report *(continued)*

Year ended 31 December 2006

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### *Interest rate and foreign exchange rate risk (continued)*

The company's financial instruments comprise interest bearing inter-company debt. The interest rates are not fixed and so are subject to fluctuation. The company had no foreign currency denominated financial instruments during the reporting period or prior year.

### *Credit risk*

Credit risk is the risk that one party to a transaction will cause a financial loss for the other party by failing to discharge an obligation. The company's policies are aimed at minimising such losses, by generally requiring that customers satisfy credit worthiness criteria.

The directors will revisit the appropriateness of these policies should the company's operations change in size or nature.

### **Directors**

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

Virgin Media Directors Limited	(Appointed 12 April 2006)
Virgin Media Secretaries Limited	(Appointed 17 July 2006)
N R Smith	(Resigned 12 September 2006)
A W P Stenham	(Resigned 12 September 2006)
S S Cook	(Resigned 3 March 2006)

On 16 February 2007, the names of ntl Directors Limited and ntl Secretaries Limited were changed to Virgin Media Directors Limited and Virgin Media Secretaries Limited respectively.

The directors had no interest in the share capital of the company requiring disclosure under the Companies Act 1985. The company seeks exemption under The Companies (Disclosure of Directors Interests) (Exceptions) Regulations 1985, not to disclose the directors' interests in the common stock of Virgin Media Inc, a company registered in the state of Delaware, United States of America, and the ultimate parent undertaking of the company.

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 1985. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

### **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 is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Auditor**

KPMG Audit Plc resigned as auditors on 22 August 2006, Ernst & Young LLP was appointed on 24 August 2006, and will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

Signed on behalf of the directors



R M Mackenzie

For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 30 October 2007

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# Middlesex Cable Limited

## Statement of Directors' Responsibilities

Year ended 31 December 2006

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The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 these 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 proper accounting records that 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 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.

# **Middlesex Cable Limited**

## **Independent Auditor's Report to the Member of Middlesex Cable Limited**

**Year ended 31 December 2006**

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We have audited the company's financial statements for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's member in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to it 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 member, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# Middlesex Cable Limited

## Independent Auditor's Report to the Member of Middlesex Cable Limited *(continued)*

Year ended 31 December 2006

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### Opinion

In our opinion

the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended,

the financial statements have been properly prepared in accordance with the Companies Act 1985, and

the information given in the directors' report is consistent with the financial statements

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
London

31 October 2007



# Middlesex Cable Limited

## Profit and Loss Account

Year ended 31 December 2006

	Note	2006 £000	2005 £000
Turnover		27,046	23,745
Cost of sales		(6,079)	(6,264)
Gross profit		20,967	17,481
Administrative expenses		(15,119)	(15,847)
Operating profit	2	5,848	1,634
Interest payable and similar charges	4	(5,881)	(5,656)
Loss on ordinary activities before taxation		(33)	(4,022)
Tax on loss on ordinary activities	5	-	-
Loss for the financial year		(33)	(4,022)

All of the activities of the company are classed as continuing

### Statement of Total Recognised Gains and Losses

There are no recognised gains or losses other than the loss of £33,000 attributable to the shareholder for the year ended 31 December 2006 (2005 - loss of £4,022,000)

The notes on pages 9 to 14 form part of these financial statements.

# Middlesex Cable Limited

## Balance Sheet

31 December 2006

	Note	2006 £000	2005 £000
<b>Fixed assets</b>			
Tangible assets	6	<u>71,926</u>	<u>77,849</u>
<b>Creditors. Amounts falling due within one year</b>	7	<u>(181,062)</u>	<u>(186,563)</u>
<b>Total assets less current liabilities</b>		<b>(109,136)</b>	<b>(108,714)</b>
<b>Creditors: Amounts falling due after more than one year</b>	8	<u>(50)</u>	<u>(439)</u>
		<u><b>(109,186)</b></u>	<u><b>(109,153)</b></u>
<b>Capital and reserves</b>			
Share capital	12	—	—
Profit and loss account	13	<u>(109,186)</u>	<u>(109,153)</u>
<b>Deficit</b>	13	<u><b>(109,186)</b></u>	<u><b>(109,153)</b></u>

These financial statements were approved by the directors on 30 October 2007 and are signed on their behalf by



R C Gale

For and on behalf of Virgin Media Directors Limited

The notes on pages 9 to 14 form part of these financial statements.

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

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### 1. Accounting policies

#### *Accounting convention*

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

#### *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 the next twelve months

#### *Cash flow statement*

The company has taken advantage of the exemption under FRS 1 (revised) not to prepare a cash flow statement as it is a subsidiary which is at least 90% controlled by the ultimate parent undertaking (see note 14)

#### *Turnover*

Turnover represents the value of services provided, stated net of Value Added Tax, and is attributable to continuing activities, being the provision of cable television, telephony, 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 calculated so as to write off the cost of a tangible fixed asset, less its estimated residual value, on a straight line basis over the useful economic life of that asset as follows

Network assets	5 - 20 years
Other fixed assets	
- Freehold property	50 years
- Other	4 - 5 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

#### *Finance leases*

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the Balance Sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the Profit and Loss Account at a constant rate of charge on the balance of capital repayments outstanding, and the capital element which reduces the outstanding obligation for future instalments

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

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

#### *Deferred taxation*

Deferred tax is recognised 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

### 2. Operating profit

Operating profit is stated after charging

	2006	2005
	£000	£000
Depreciation of owned fixed assets	6,869	8,034
Depreciation of assets held under finance lease agreements	—	115
Auditor's remuneration		
- as auditor	3	—

The directors' remuneration is paid by Virgin Media Limited (formerly ntl Group Limited) and disclosed in the group accounts of Virgin Media Finance PLC (formerly ntl Cable PLC)

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.

Auditor's remuneration disclosed above (2005 - attributed cost of £36,000) represents costs allocated to the company by the fellow group undertakings that pay all auditor's remuneration on behalf of the Virgin Media group. Audit fees for the prior year are in respect of the company's previous auditor, KPMG Audit Plc. The company is exempt from disclosing additional information regarding non-audit services, as the disclosures required under Regulation 4 (1) (b) of Section 390B of Companies Act 1985, are made in the group accounts of Virgin Media Finance PLC on a consolidated basis.

### 3. Staff costs

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

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 4. Interest payable and similar charges

	2006	2005
	£000	£000
Finance charges	97	236
On amounts due to group undertakings	5,784	5,420
	<u>5,881</u>	<u>5,656</u>

### 5. Taxation

#### (a) Analysis of charge in the year

The tax charge is made up as follows

	2006	2005
	£'000	£'000
<b>Current tax charge:</b>		
Current tax on loss for the year	-	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	-
	<u>-</u>	<u>-</u>
Total tax charge on loss on ordinary activities	<u>-</u>	<u>-</u>

#### (b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2005 - 30%)

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

	2006	2005
	£000	£000
Loss on ordinary activities before taxation	(33)	(4,022)
Loss on ordinary activities multiplied by the rate of tax	(10)	(1,207)
Expenses not deductible for tax purposes	1	6
Depreciation for period in excess of capital allowances	2,061	2,404
Utilisation of tax losses	(2,052)	(1,203)
Total current tax (note 5(a))	<u>-</u>	<u>-</u>

#### (c) Factors that may affect future tax charges

Deferred tax assets of £7.8 million (2005 - £9.9 million) in respect of tax losses and £17.2 million (2005 - £15.1 million) in respect of depreciation in excess of capital allowances have not been recognised as there is insufficient certainty as to the availability of future taxable profits

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 6. Tangible fixed assets

	Network £000	Other £000	Total £000
<b>Cost</b>			
At 1 January 2006	184,265	1,022	185,287
Additions	946	—	946
Disposals	(364)	—	(364)
<b>At 31 December 2006</b>	<b>184,847</b>	<b>1,022</b>	<b>185,869</b>
<b>Depreciation</b>			
At 1 January 2006	107,097	341	107,438
Charge for the year	6,853	16	6,869
On disposals	(364)	—	(364)
<b>At 31 December 2006</b>	<b>113,586</b>	<b>357</b>	<b>113,943</b>
<b>Net book value</b>			
<b>At 31 December 2006</b>	<b>71,261</b>	<b>665</b>	<b>71,926</b>
At 31 December 2005	77,168	681	77,849

Included in "Other" are the following net book values of land and buildings

	2006 £'000	2005 £'000
Freehold	665	681

### Finance lease agreements

The depreciation charged to the financial statements in the year in respect of such assets amounted to £Nil (2005 - £115,000)

### 7. Creditors: Amounts falling due within one year

	2006 £000	2005 £000
Amounts owed to group undertakings	180,673	185,221
Finance lease agreements	389	1,342
	<b>181,062</b>	<b>186,563</b>

Amounts due to group undertakings are unsecured and repayable on demand. The rate of interest on the amounts due to group undertakings ranged from nil% to 6.7%.

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

	2006 £000	2005 £000
Finance lease agreements	50	439

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 9. Commitments under finance lease agreements

Future commitments under finance lease agreements are as follows

	2006	2005
	£000	£000
Amounts payable within 1 year	389	1,342
Amounts payable between 1 and 2 years	50	389
Amounts payable between 3 and 5 years	-	50
	<u>439</u>	<u>1,781</u>

### 10. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks under which it has guaranteed the borrowings of certain Virgin Media group companies. At 31 December 2006, the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £5,125 million (2005 - £1,780 million). Borrowings under the facility 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.

### 11. Related party transactions

The company has taken advantage of the exemption under FRS 8 not to disclose transactions with group undertakings as it is a subsidiary undertaking which is at least 90% controlled by the ultimate parent undertaking.

### 12. Share capital

#### Authorised share capital:

	2006	2005
	£000	£000
1,000 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

#### Allotted, called up and fully paid.

	2006		2005	
	No	£000	No	£000
Ordinary shares of £1 each	<u>2</u>	<u>-</u>	<u>2</u>	<u>-</u>

# Middlesex Cable Limited

## Notes to the Financial Statements

Year ended 31 December 2006

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### 13 Reconciliation of shareholder's funds and movement on reserves

	Profit and loss account £000
At 1 January 2005	(105,131)
Loss for the year	(4,022)
At 31 December 2005 and 1 January 2006	(109,153)
Loss for the year	(33)
At 31 December 2006	<u>(109,186)</u>

### 14. Parent undertaking and controlling party

The company's immediate parent undertaking is The Cable Corporation Limited

The company's results are included in the group accounts of Virgin Media Finance PLC

The company's ultimate parent undertaking and controlling party at 31 December 2006 was NTL Incorporated, a company incorporated in the state of Delaware, United States of America. NTL Incorporated changed its name to Virgin Media Inc on 6 February 2007.

Copies of all sets of group accounts, which include the results of the company, are available from the Secretary, Virgin Media, 160 Great Portland Street, London, W1W 5QA.