Registered Number
05061787

Parent Company Accounts of
NTL (CW) UK - 2463427

Virgin Media Finance PLC

Report and Financial Statements

31 December 2012

Virgin Media Finance PLC
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Parent Company Financial Statements of Virgin Media Finance PLC

Virgin Media Finance PLC
Directors and Officers
Registered Number
5061787

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C B E Withers

Company Secretary
G E James

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Virgin Media Finance PLC
Statement of Directors' Responsibilities in Relation to the Group Financial Statements

The directors present their report, together with the audited group financial statements and parent company financial statements for the year ended 31 December 2012

For the purposes of this report and financial statements, the Virgin Media Finance PLC group will be referred to as 'the group', Virgin Media Finance PLC the entity will be referred to as 'the company', and the group headed by Virgin Media Inc , the ultimate parent company, will be referred to as 'the Virgin Media group'

RESULTS AND DIVIDENDS
The group made a profit for the year, after taxation, of £2,708 9 million (2011 - £173 3 million) The directors have not recommended the payment of a dividend (2011 - £nil) In addition, the agreements governing the group's senior notes and the senior credit facility, significantly, and, in some cases absolutely, restrict the company's ability to pay dividends

PRINCIPAL ACTIVITIES
The company is a wholly-owned subsidiary undertaking of Virgin Media Inc The Virgin Media group is a leading entertainment and communications business, being a "quad-play" provider of broadband internet, television, mobile telephony and fixed line telephony services

As of 31 December 2012, the Virgin Media group provided services to 4 9 million residential cable customers on its network The Virgin Media group is also one of the UK's largest mobile virtual network operators by number of customers, providing mobile telephony service to 1 7 million contract mobile customers and 1 3 million prepay mobile customers over third party networks As of 31 December 2012, 85% of the Virgin Media group's cable customers received multiple services from it and 65% were "triple-play" customers, receiving broadband internet, television and fixed line telephony services from the Virgin Media group

The Virgin Media 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, the Virgin Media group provides its customers with a leading next generation broadband service and one of the most advanced TV on-demand services available in the UK market

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

On 5 February 2013, the Virgin Media group entered in to a Merger Agreement with Liberty Global, Inc , or "Liberty Global", and certain of its direct or indirect wholly-owned subsidiaries, or the "Merger Subsidiaries" The Merger Agreement and related transactions were approved by the shareholders of the Virgin Media group and Liberty Global on 4 June 2013 and 3 June 2013 respectively

As set out in the Merger Agreement, the effective date of the merger is three days following these approvals, being 7 June 2013, unless otherwise agreed by the parties Merger consideration is expected to be transferred on 7 June 2013, following which control will be considered to have passed

As the merger is not effective at date of signature of these financial statements, they contain no accounting modifications to consider the potential effects on certain arrangements that may arise from consummation of the merger, including those relating to long term debt, derivative financial instruments and stock based compensation plans For more information on the merger see note 28 – Post balance sheet events

The Virgin Media group's reporting segments are based on its method of internal reporting and the information used by its chief executive officer, who is the chief operating decision maker, or CODM, to evaluate segment performance and make capital allocation decisions The Virgin Media group has two reporting segments, Consumer and Business, as described below

- **Consumer (83.4% of the group's 2012 revenue):** The Consumer segment includes the distribution of television programming over the Virgin Media group's cable network and the provision of broadband and fixed line telephone services to residential consumers, both on and off the Virgin Media group's cable network The Consumer segment also includes the group's mobile telephony and mobile broadband operations, provided through Virgin Mobile

- **Business (16.6% of the group's 2012 revenue):** The Business segment includes the voice and data telecommunication and internet solutions services provided through Virgin Media Business to businesses, public sector organisations and service providers

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REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Revenues for the years ended 31 December 2012 and 2011 were as follows

	2012 £ million	2011 £ million	Increase/ (decrease)
Consumer revenues	**3,321.2**	3,259 2	1 9 %
Business revenues	**659.5**	630 6	4 6 %
	3,980.7	3,889 8	2 3 %

For the year ended 31 December 2012, revenue increased by 2 3% to £3,980 7 million from £3,889 8 million for the same period in 2011 This increase was due to higher revenue in both the Consumer and Business segments See further discussion of the Consumer and Business segments below

Cost of sales for the years ended 31 December 2012 and 2011 were as follows

	2012 £ million	2011 £ million	Increase/ (decrease)
Consumer cost of sales	**988.7**	1,017 2	(2 8)%
Business cost of sales	**219.5**	192 4	14 1 %
	1,208.2	1,209 6	(0 1)%

Consumer segment cost of sales decreased principally as a result of the continued decline in fixed line and mobile telephony interconnect costs arising from lower usage and the step-down in mobile termination rates, offset by an increase in cable television costs, driven primarily by the increase in cable television customers

Business segment cost of sales increased as a result of higher acquisition and delivery costs during the early life of certain significant contracts

Gross profits for the years ended 31 December 2012 and 2011 were as follows

	2012 £ million	2011 £ million	Increase/ (decrease)
Consumer gross profit	**2,332.5**	2,242 0	4 0 %
Business gross profit	**440 0**	438 2	0 4 %
	2,772.5	2,680 2	3 4 %

Consumer gross profits increased primarily due to the increase in revenues Business gross profits increased primarily due to the increase in revenues, partially offset by higher acquisition and delivery costs during the early life of certain significant contracts

Administrative expenses decreased by 4 0% to £2,051 5 million for the year ended 31 December 2012, from £2,138 0 million for the year ended 31 December 2011 The decrease was primarily due to lower amortisation expense, which fell from £118 5 million in 2011 to £nil in 2012 due to the cessation of amortisation of certain intangible assets as they had become fully amortised, as well as a decrease in property exit and redundancy related expenses, partially offset by an increase in marketing expenditure

Foreign exchange losses for the year ended 31 December 2012 were £36 7 million, compared to gains of £2 1 million for the year ended 31 December 2011 The losses for the year ended 31 December 2012 were primarily due to foreign exchange movements between the issuance of the $500m U S dollar denominated senior notes due 2022 on 13 March 2012, and the redemption of $500m of the U S dollar denominated senior notes due 2016 on 28 March 2012

The gains for the year ended 31 December 2011 were primarily due to gains on U S dollar denominated senior notes due 2016 repaid early in July 2011, offset by the impact of the weakening of the pound sterling relative to the value of the U S dollar during the year on the company's U S dollar denominated debt

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REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS (continued)

On September 30, 2011, the Virgin Media group completed the sale to Scripps Network Interactive, Inc ("Scripps"), of its 50% equity investment in the UKTV joint venture with BBC Worldwide Limited After the inclusion of associated fees, this transaction resulted in a loss on disposal of £7 2 million in the year ended 31 December 2011

Over the last two decades the group has invested over £13 billion building its cable network and has incurred losses in operating that infrastructure For UK corporation tax purposes, certain of these investment costs and operating losses can be offset against future operating profits, giving rise to deferred tax assets These deferred tax assets have been previously unrecognised

The group has determined it probable that in future it will generate sufficient pre-tax profits to utilise substantially all of its deferred tax assets related to unclaimed capital allowances and net operating losses An important factor in the group's assessment was that during 2012, the Virgin Media group moved into a three year cumulative pre-tax profit position for the first time Consequently, a non-cash income tax benefit of £2,579 3 million has been recognised for the year ended 31 December 2012 For further details of the deferred tax asset recognition please see note 11 to the financial statements

Performance against Key Performance Indicators

Consumer

The summary combined results of operations of the Consumer segment for the years ended 31 December 2012 and 2011 were as follows

	2012 £ million	2011 £ million
Revenue	**3,321.2**	3,259 2
Cost of sales	**(988.7)**	(1,017 2)
Gross profit	**2,332.5**	2,242 0

Consumer segment revenue broken down by customer type for the years ended 31 December 2012 and 2011 was as follows

Revenue	2012 £ million	2011 £ million	Increase/ (decrease)
Cable	**2,695.0**	2,626 6	2 6 %
Mobile	**554.8**	552 9	0 3 %
Non-cable	**71.4**	79 7	(10 4)%
	3,321.2	3,259 2	1 9 %

For the year ended 31 December 2012, Consumer segment revenue increased by 1 9% to £3,321 2 million from £3,259 2 million for the year ended 31 December 2011 This increase was primarily due to an increase in revenues from cable product offerings partially offset by a decline in non-cable revenue

The increase in cable revenue was primarily due to selective price increases and successful up-selling and cross-selling to the group's existing customer base, partially offset by a continued decline in fixed line telephony usage along with higher price discounting to stimulate customer activity and retention in light of competitive factors in the marketplace

Cable average revenue per user (ARPU) was £48 26 for the year ended 31 December 2012 and £47 42 for the year ended 31 December 2011 The increase in cable ARPU was due in part to selective price increases and successful up-selling and cross-selling to existing customers, partially offset by declining telephony usage and price discounting Cable products per customer remained relatively flat at 2 5 as at 31 December 2012 and 2 49 as at 2011, and "triple play" penetration grew to 64 9% at 31 December 2012 from 63 7% at 31 December 2011 A triple play customer is a customer who subscribes to the group's cable television, broadband and fixed line telephony services

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS (continued)

For the year ended 31 December 2012, mobile revenue increased to £554 8 million from £552 9 million for the same period in 2011 The increase was primarily attributable to the increase in the proportion of contract customers which generally results in the mobile customer base becoming more profitable, partially offset by the step down in regulated mobile termination rates which reduced inbound mobile revenue by approximately £24 million during 2012 as compared to 2011

Non-cable revenue for the year ended 31 December 2012 decreased to £71 4 million from £79 7 million for the year ended 31 December 2011 The decrease was predominantly driven by a fall in non-cable customers during 2012 due to increased competition in the market, partially offset by price rises

Summary residential cable statistics

Selected statistics for the group's consumer cable customers are shown below

	2012	2011
Total cable customers	**4,714,000**	4,626,700
Cable products		
Television	**3,641,700**	3,609,700
Telephone	**4,016,200**	3,970,300
Broadband	**4,121,300**	3,957,100
Total cable products	**11,779,200**	11,537,100
Cable products per customer (i)	**2.50x**	2 49x
Triple play penetration	**64.9%**	63 7%
Cable ARPU (ii)	**£48.26**	£47 42

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

(ii) Cable average revenue per user, or Cable ARPU, is calculated for the year by dividing total revenue generated from the provision of telephone, television and internet services to customers who are directly connected to the Virgin Media group's network in the year, together with revenue generated from customers using the virginmedia com website, exclusive of VAT, by the average number of customers directly connected to the Virgin Media group's network, divided by twelve

The total number of cable products grew to 11,779,200 at 31 December 2012, from 11,537,100 at 31 December 2011, representing a net increase in products of 242,100 The group believes that this is mainly as a result of improved product propositions over the year

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REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS (continued)

Summary mobile statistics

Selected statistics for the group's mobile customers are shown below

	2012	2011
Contract mobile customers (i)	**1,708,900**	1,523,900
Prepay mobile customers (i)	**1,328,600**	1,513,400
Total mobile customers	**3,037,500**	3,037,300
Mobile ARPU (ii)	**£14.89**	£14 91

(i) Mobile customer information is for active customers as at 31 December 2012 and 2011 Prepay customers are defined as active customers if they have made an outbound call or text in the preceding 30 days Contract customers are defined as active customers if they have entered into a contract with Virgin Mobile for a minimum 30-day period and have not been disconnected Contract mobile customers include customers who have taken either a mobile service or a mobile broadband contract

(ii) Mobile monthly average revenue per user, or Mobile ARPU, is calculated on an annual basis by dividing mobile service revenue (contract and prepay) for the year by the average number of active customers (contract and prepay) for the period, divided by twelve

Between 31 December 2011 and 31 December 2012, the number of mobile customers increased by a net 200 customers Contract customer net gains of 185,000 were offset by net losses of 184,800 prepay customers The growth in contract customers reflects the launch of new all inclusive tariffs under the "Unlimitacular" advertising campaign, coupled with the group focussing handset investment towards customer retention The decline in prepay customers reflects the level of competition in the prepay market and the group's strategy of migrating prepay customers to contracts due to lower churn and higher overall lifetime value of contract customers

Summary non-cable statistics

Selected statistics for the group's residential customers that are not connected directly through the cable network, or non-cable customers, are set forth in the table below

	2012	2011
Non-cable products		
Telephone	**130,500**	163,300
Broadband	**192,800**	248,200
Total	**323,300**	411,500

Total non-cable products decreased by 88,200 during the year ended 31 December 2012, primarily due to competition in the market which continues to increase as the group's competitors upgrade their networks to provide fibre based services in areas which are outside of the group's cable network

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS (continued)

Business

Business revenue for the years ended 31 December 2012 and 2011 comprised

	2012	2011	Increase/
Revenue	£ million	£ million	(decrease)
Retail			
Data	299.8	273 4	9 7 %
Voice	136.3	150 5	(9 4)%
LAN solutions and other	33.3	35 4	(5 9)%
	469.4	459 3	2 2 %
Wholesale			
Data	167.6	153 1	9 5 %
Voice	22.5	18 2	23 6 %
	190.1	171 3	11 0 %
Total revenue	659.5	630 6	4 6 %

For the year ended 31 December 2012, revenue from business customers increased by 4 6% to £659 5 million from £630 6 million for the year ended 31 December 2011 The increase was primarily attributable to an increase in retail and wholesale data revenues, partially offset by a decrease in LAN solutions and retail voice revenues

The group's strategy is to focus on higher margin data revenue and increasing demand for the group's data products within a growing data market Retail data revenue represented 63 9% of the retail business revenue for the year ended 31 December 2012 compared with 59 5% for the year ended 31 December 2011, and increased as a result of strong revenues from supplying mobile backhaul solutions and major public sector contracts supported by an increase in retail volumes across key IVPN and Ethernet products

The decrease in retail voice revenue is consistent with the trend across the industry, and the group's Consumer segment, as customers migrated from using fixed line telephony to other forms such as mobile telephony and internet based solutions, including video calling

LAN solutions revenue in the year ended 31 December 2012 was £33 3 million compared to £35 4 million for the year ended 31 December 2011 The majority of this revenue is from infrastructure projects which are non-recurring in nature

Wholesale revenue increased in the year ended 31 December 2012 mainly as a result of increased usage of the group's network by wholesale data customers, and increased wholesale voice revenues as the group secured traffic from operators that had been migrated to other providers in the second half of 2011

Future outlook

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

FINANCING

As of 31 December 2012 the group had £5,869 3 million of financial liabilities compared with £5,737 4 million at 31 December 2011 The principal components of financial liabilities are discussed below

Senior credit facility

The group's senior credit facilities comprise a term loan, which can be used for general corporate purposes, and a revolving credit facility for the financing of ongoing working capital requirements and general corporate purposes Since 20 May 2011, £750 million has been available under the term loan facility, and £450 million has been available under the revolving credit facility

At 31 December 2012, £750 million (2011 - £750 million) of the term facility had been drawn and £6 4 million (2011 - £5 8 million) of the revolving credit facility had been utilised for bank guarantees and standby letters of credit

Senior notes

At 31 December 2012, the group had issued U S dollar and pounds sterling denominated senior unsecured notes with a principal amount outstanding of £1,803 6 million (2011 - £1,694 4 million), net of issue costs

On 13 March 2012 the group issued $500 million 5 25% senior notes due 2022 at par, and the group received proceeds of £316 3 million, net of fees of £2 9 million On 28 March 2012, the net proceeds, together with cash on the group's balance sheet, were used to redeem $500 million of the $1,350 million 9 50% senior notes due 2016 for £361 2 million inclusive of a redemption premium of £47 1 million

On 30 October 2012 the group issued $900 million 4 875% and £400 million 5 125% senior notes due 2022 at par, and the group received proceeds of £953 1 million, net of fees of £7 4 million The net proceeds, and cash on the group's balance sheet, were used to redeem the remaining $850 million of the $1,350 million 9 50% senior notes due 2016, the full outstanding balance of the €180 million 9 50% senior notes due 2016, $92 9m of the $600 million 8 375% senior notes due 2019 and £96 5 million of the £350 million 8 875% senior notes due 2019 The group repaid these notes over the period 31 October 2012 to 30 November 2012 with cash of £930 9 million, inclusive of a redemption premium of £103 3 million

Senior secured notes

At 31 December 2012, the group had in issue U S dollar and pound sterling denominated senior secured notes with a principal amount outstanding of £2,555 2 million (2011 - £2,545 3 million), net of issue costs No senior secured notes have been issued or amended during 2012

DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The group is exposed to volatility in its cash flows and earnings resulting from changes in interest rates and foreign currency exchange rates The group has entered into various derivative instruments with a number of counterparties to manage this volatility of its cash flows and earnings

The group has entered into cross-currency interest rate swaps to manage interest rate and foreign exchange rate currency exposures resulting from the fixed rates of interest paid on dollar denominated debt obligations and movements in fair value on certain of its U S dollar denominated debt Additionally, the group has entered into interest rate swaps to manage interest rate exposures resulting from the variable and fixed rates of interest paid on sterling denominated debt obligations and movements in fair value on certain of its sterling denominated debt The group has also entered into U S dollar forward rate contracts to manage foreign exchange rate currency exposures related to certain committed and forecasted purchases See Note 24 to the financial statements for further information on the group's derivative instruments

PRINCIPAL RISKS AND UNCERTAINTIES

Financial risk management

Details of the financial risks and how they are managed is outlined in note 23 to the financial statements The principal financial risks faced by the group are credit risk, interest rate risk, foreign exchange rate risk and liquidity risk

Principal non-financial risks

Virgin Media Finance PLC is a member of the Virgin Media group, which manages the principal non-financial risks and uncertainties These risks, among others, are discussed in more detail in Virgin Media Inc 's annual report, which is available to the public on its website at www virginmedia com/investors under the heading "Annual Reports" The information on the website is not part of this report The principal non-financial risks include the following

- the effect of the merger between Liberty Global and the Virgin Media group,
- the ability to compete with a range of other communications and content providers,
- the effect of rapid and significant technological changes on the businesses,
- general economic conditions,
- the effect of a decline in fixed line telephony usage and revenues,
- the ability to maintain and upgrade the group's networks in a cost-effective and timely manner,
- possible losses of revenues or customers due to systems failures,
- the ability to control unauthorised access to the group's network,
- reliance on third-party suppliers and contractors to provide necessary hardware, software or operational support,
- reliance on the use of the "Virgin" name and logo and any adverse publicity generated by other users of the Virgin name and logo,
- the ability to manage customer churn,
- the ability to provide attractive programming at a reasonable cost,
- reliance on Everything Everywhere to carry mobile voice and non-voice services,
- changes in laws, regulations or governmental policy, and
- tax risks

EVENTS SINCE THE BALANCE SHEET DATE

On 5 February 2013, the Virgin Media group entered in to a Merger Agreement with Liberty Global, Inc , or "Liberty Global", and certain of its direct or indirect wholly-owned subsidiaries, or the "Merger Subsidiaries" As the merger has not yet been consummated, the Virgin Media group has not modified its accounting to consider the potential effects on certain arrangements that may arise upon consummation, including those relating to long term debt, derivative financial instruments and stock based compensation plans For more information on the proposed merger see note 28 to the financial statements – Post balance sheet events

CHARITABLE AND POLITICAL DONATIONS

During the year various charitable donations totalling £346,900 (2011 - £702,900) were made but no political donations were made for the year (2011 - £nil)

ENVIRONMENTAL POLICIES

The Virgin Media group has a long-term commitment to growing a responsible and sustainable business Accountability for delivering the sustainability strategy sits with its Corporate Responsibility, or CR, Committee Chaired by the Virgin Media group's Chief Executive Officer, it is comprised of members of senior management, who represent its core business functions Supported by the Virgin Media group's dedicated Sustainability team, the CR Committee meets quarterly to review the Virgin Media group's progress

Following a formal stakeholder engagement program that included key opinion leaders, staff and customers, in 2012 the Virgin Media group increased its strategic focus on the positive impact of digital technology on everyday life and in communities and society at large Alongside the Virgin Media group's longstanding program, Virgin Media Pioneers, which uses digital technology to support the next generation of entrepreneurs, the Virgin Media group launched a new program called 'Our digital future' Taking a broad and open view from a wide spectrum of audiences, 'Our digital future' will help the Virgin Media group understand the wants and concerns of every internet user in the UK and support it in developing the services of the future that ensure everyone benefits from what digital technology has to offer

In 2012, three areas of focus were prioritised to improve sustainability across the Virgin Media group its products, its operations and its people Targets for improved performance were set across each of these areas, in addition to the Virgin Media group's long-term target of reducing its 2007 carbon footprint by 15% by 2015

The Virgin Media group will continue to share updates on its performance and key highlights on its progress through its award winning sustainability website http //www virginmedia com/sustainability

EMPLOYMENT POLICIES AND DISABLED EMPLOYEES

The Virgin Media group remains committed to the continuing introduction and practice of progressive employment policies which reflect changing business, social and employee needs

The Virgin Media group aims to ensure that everyone connected to it is treated fairly and equally, whether they are a current or former member of staff, job applicant, customer or supplier

Nobody should be discriminated against, either directly or indirectly, on the grounds of gender, gender reassignment, marital status, pregnancy, race, ethnic origin, colour, nationality, national origin, disability, sexual orientation, religion or belief, age, political affiliation or trade union membership The policy applies to anyone who works for, who has worked for or who applies to work for Virgin Media or its partners That means permanent, temporary, casual or part-time staff, anyone on a fixed-term contract, agency staff and consultants working with the Virgin Media group, ex-employees and people applying for jobs This applies to all aspects of employment, including recruitment and training

The Virgin Media group gives full and fair consideration to applications from employees with disabilities where they can adequately fulfil the requirements of the job Depending on their skills and abilities, employees with a disability have the same opportunities for promotion, career development and training as other employees Where existing employees become disabled, it is the Virgin Media group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim

Employee Involvement

The Virgin Media group is dedicated to increasing the practical involvement of individuals in the running of its business It seeks to achieve this in two ways, as follows

- All employees are encouraged to understand the aims of the overall Virgin Media group and their own business segment and to contribute to improving business performance through their knowledge, experience, ideas and suggestions This requires strong communication to ensure that employees are briefed as widely as possible about activities and developments across the Virgin Media group The online news channel, open forums, newsletters and team meetings play important roles in this, as do the development of people management skills and the ongoing conversations about performance and development which underpin mid-year and year-end reviews, and
- The Virgin Media group ensures that all employees are involved and consulted with through local involvement and consultation forums

The Virgin Media group fosters a team spirit among employees and their greater involvement by offering participation in bonus or local variable reward schemes, the opportunity to invest in the Virgin Media Sharesave Plan and Virgin Media Partnership Plan which are designed to encourage Virgin Media Inc share ownership, and team development opportunities The Virgin Media group also operates a recognition scheme, designed to reward employees for behaviours which are consistent with the Virgin Media group's values and has launched a volunteering scheme which allows employees to take a day each year to volunteer with a charity or organisation of their choice

RESPONSIBILITY STATEMENTS UNDER THE DISCLOSURE AND TRANSPARENCY RULES

Each of the directors confirm that to the best of their knowledge

- The financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole, and

- The management report, which is incorporated into the directors' report, includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face

Virgin Media Finance PLC
Statement of Directors' Responsibilities in Relation to the Group Financial Statements

DIRECTORS AND THEIR INTERESTS

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

R C Gale

C B E Withers (appointed 31 December 2012)

J C Tillbrook (resigned 31 December 2012)

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

SUPPLIER PAYMENT POLICY AND PRACTICE

It is the group's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the group and its suppliers, provided that all trading terms and conditions have been complied with

At 31 December 2012, the group had an average of 40 days purchases outstanding in trade creditors The company had no trade creditors, as its function is to facilitate the group's financing structure by implementing the group's capital management policies, making and facilitating external borrowings and holding investments in subsidiary companies

GOING CONCERN

The group only prepares consolidated financial statements to meet statutory requirements As Virgin Media Finance PLC is either a direct or indirect parent of substantially all of the trading companies in the Virgin Media group these consolidated financial statements include a large proportion of the trade and assets of the overall Virgin Media group Whilst forecasts and projections, which take account of reasonably possible changes in trading performance, have not been prepared at a Virgin Media Finance PLC group level, they have been prepared for the Virgin Media group as a whole These forecasts and projections showed that cash on hand, together with cash from operations and the undrawn revolving credit facility, are expected to be sufficient for the Virgin Media group's cash requirements through to 30 June 2014

Taking into account these forecasts and projections and after making enquiries, the directors have a reasonable expectation the group has adequate support and resources to continue in operational existence for the foreseeable future

For these reasons the directors continue to adopt the going concern basis in preparing these financial statements

CORPORATE GOVERNANCE

Virgin Media Finance PLC is part of the Virgin Media group The Virgin Media group is committed to maintaining high standards of corporate governance and complies with the corporate governance regime of the U S State of Delaware, the NASDAQ Listing Rules and the applicable U S Securities and Exchange Commission rules and regulations and applicable London Stock Exchange Listing Rules Virgin Media group's corporate governance statement is available to the public on its website at www virginmedia com/investors under the heading "Corporate Governance" The information on the website is not part of this report

DISCLOSURE OF INFORMATION TO THE AUDITORS

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 required by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the group'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

On behalf of the board

C B E Withers
Director
6 June 2013

Virgin Media Finance PLC
Statement of Directors' Responsibilities in Relation to the Group Financial Statements

The directors are responsible for preparing the Annual Report and the group financial statements in accordance with applicable United Kingdom law and regulations Company law requires the directors to prepare Group financial statements for each financial year Under that law, the directors are required to prepare group financial statements under International Financial Reporting Standards (IFRSs) as adopted by the European Union

Under Company Law the directors must not approve the group financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and of the profit or loss of the group for that period In preparing the group financial statements the directors are required to

- Present fairly the financial position, financial performance and cash flows of the group,
- select suitable accounting policies in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- make judgements that are reasonable,
- provide additional disclosures when compliance with the specific requirements in IFRSs as adopted by the European Union is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group's financial position and financial performance, and
- state whether the group financial statements have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the group financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Independent Auditor's Report to the Members of Virgin Media Finance PLC

We have audited the group financial statements of Virgin Media Finance PLC for the year ended 31 December 2012, which comprise the Group Income Statement, the Group Statement of Comprehensive Income, the Group Balance Sheet, the Group Statement of Changes in Equity, the Group Cash Flow Statement, and the related notes 1 to 34 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 auditors
As explained more fully in the Statement of Directors' Responsibilities set out on page 13, the directors are responsible for the preparation of the group 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 group 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 group'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 group financial statements

- give a true and fair view of the state of the group's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006 and Article 4 of the IAS Regulation

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the group Directors' Report for the financial year for which the group financial statements are prepared is consistent with the group financial statements

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

- 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

Other matter
We have reported separately on the parent company financial statements of Virgin Media Finance PLC for the year ended 31 December 2012

Ernst & Young LLP

Michael Rudberg (Senior statutory auditor)
For and on behalf of Ernst &Young LLP, Statutory Auditor
London
6 June 2013

Virgin Media Finance PLC
Group Income Statement
for the year ended 31 December 2012

	Notes	2012 £ million	2011 £ million
Revenue	3,4	3,980 7	3,889 8
Cost of sales		(1,208 2)	(1,209 6)
Gross profit		2,772 5	2,680 2
Administrative expenses		(2,051 5)	(2,138 0)
Group trading profit		721 0	542 2
Share of post tax profits of joint ventures accounted for using the equity method	14	-	18 6
Group operating profit	5	721 0	560 8
Loss on disposal of joint ventures	14	-	(7 2)
Other income	10	-	75 1
Profit before net finance costs and tax		721 0	628 7
Finance revenue	8	62 9	24 4
Finance costs	9	(610 6)	(462 3)
Other finance costs - pensions	31	(1 2)	0 7
		(548 9)	(437 2)
Profit before taxation		172 1	191 5
Tax credit/(expense)	11	2,536 8	(18 2)
Profit for the year		2,708 9	173 3
Attributable to			
Equity holders of the parent		2,708 9	172 4
Non-controlling interests		-	0 9
		2,708 9	173 3

Virgin Media Finance PLC
Group Statement of Comprehensive Income
for the year ended 31 December 2012

	Notes	2012 £ million	2011 £ million
Profit for the year		2,708 9	173 3
Other comprehensive income			
Impact of movements in cash flow hedges	24	(47 7)	(46 5)
Tax on cash flow hedges	24	15 7	23 3
Actuarial losses on defined benefit pension plans	31	(17 5)	(24 2)
Tax on defined benefit pension plans	11	10 7	-
Total comprehensive profit for the year		2,670 1	125 9
Total comprehensive profit for the year attributable to			
Equity holders of the parent		2,670 1	125 0
Non-controlling interests		-	0 9
		2,670 1	125 9

Virgin Media Finance PLC
Group Balance Sheet
as at 31 December 2012

	Notes	31 December 2012 £ million	31 December 2011 £ million
Non-current assets			
Intangible assets	12	1,941 2	1,941 2
Property, plant and equipment	13	4,541 6	4,601 9
Investments	14	-	-
Financial assets	15	161 1	211 5
Trade and other receivables	16	51 2	50 8
Deferred tax assets	11	2,579 3	-
		9,274 4	6,805 4
Current assets			
Financial assets	15	6 1	9 5
Trade and other receivables	16	1,463 1	1,049 8
Inventories	17	17 5	13 1
Cash and short term deposits	18	195 9	283 9
		1,682 6	1,356 3
Total assets		10,957 0	8,161 7
Current liabilities			
Trade and other payables	19	(1,333 5)	(1,307 2)
Financial liabilities	20	(518 0)	(528 3)
Provisions	22	(16 9)	(15 5)
		(1,868 4)	(1,851 0)
Non-current liabilities			
Trade and other payables	19	(64 1)	(84 8)
Financial liabilities	20	(5,351 3)	(5,209 1)
Provisions	22	(121 4)	(152 5)
Defined benefit pension plan deficit	31	(46 5)	(43 6)
		(5,583 3)	(5,490 0)
Total liabilities		(7,451 7)	(7,341 0)
Net assets		3,505 3	820 7
Capital and reserves			
Equity share capital	25, 27	0 1	0 1
Share premium account	27	3,323 2	3,323 2
Other capital reserves	27	(1,337 6)	(1,336 7)
Unrealised gains and losses	27	(64 4)	(32 4)
Retained earnings/(deficit)		1,584 0	(1,133 5)
Total equity		3,505 3	820 7

R C Gale

R C Gale
Director
6 June 2013

Company Registration Number 5061787

Virgin Media Finance PLC
Group Statement of Changes in Equity
for the year ended 31 December 2012

	Equity share capital £ million	Share premium account £ million	Other capital reserves £ million	Unrealised gains and losses £ million
At 31 December 2010	0 1	3,323 2	(1,328 1)	(9 2)
Total comprehensive income/(loss)	-	-	-	(23 2)
Acquisition of non-controlling interest	-	-	(8 6)	-
At 31 December 2011	0 1	3,323 2	(1,336 7)	(32 4)
Total comprehensive income/(loss)	-	-	-	(32 0)
Acquisition of non-controlling interest	-	-	(0 9)	-
Tax on share based payments	-	-	-	-
At 31 December 2012	0 1	3,323 2	(1,337 6)	(64 4)

	Retained earnings/ (deficit) £ million	Non-controlling interests £ million	Total equity £ million
At 31 December 2010	(1,281 7)	4 8	**709.1**
Total comprehensive income/(loss)	148 2	0 9	**125.9**
Acquisition of non-controlling interest	-	(5 7)	**(14.3)**
At 31 December 2011	(1,133 5)	-	**820.7**
Total comprehensive income/(loss)	2,702 1	-	**2,670.1**
Acquisition of non-controlling interest	-	-	**(0.9)**
Tax on share based payments	15 4		**15.4**
At 31 December 2012	1,584 0	-	**3,505.3**

See note 27 for an explanation of each reserve

Virgin Media Finance PLC
Group Cash Flow Statement
for the year ended 31 December 2012

	Notes	2012 £ million	2011 £ million
Operating activities			
Profit for the year		2,708 9	173 3
Adjustments to reconcile net profit to net cash inflow from operating activities			
Depreciation of property, plant and equipment		928 1	894 6
Amortisation of intangible assets	12	-	118 5
Net finance costs		513 2	477 0
Share-based payments	26	17 7	20 0
Income taxes		(2,535 0)	23 4
(Profit)/loss on disposal of property, plant & equipment		(11 9)	3 1
Loss on disposal of investments		-	7 2
Income from equity accounted investments	14	-	(18 1)
Unrealised losses/(gains) on derivative instruments		13 6	(31 0)
Non-cash foreign exchange movements		0 6	2 1
Decrease/(increase) in trade and other receivables		3 5	(13 8)
(Increase)/decrease in inventories		(4 4)	13 3
(Increase)/decrease in prepayments and other assets		(18 2)	23 2
Increase in trade and other payables		30 1	8 2
Decrease in accruals, deferred income and other current liabilities		(12 4)	(6 9)
Decrease in deferred income and other long term liabilities		(19 4)	(24 3)
Movement in provisions		(41 9)	(55 4)
Net cash inflow provided by continuing operating activities		1,572 5	1,614 4
Net cash outflow from discontinued operating activities		-	(10 4)
Net cash inflow from total operating activities		1,572 5	1,604 0
Investing activities			
Purchase of property, plant and equipment		(770 2)	(645 8)
Loans to parent and group undertakings		(399 0)	(618 8)
Loan repayments by joint venture		-	108 2
Proceeds on sale of property, plant and equipment		2 6	2 2
Disposal of equity investments, net		(2 5)	243 6
Acquistion of subsidiary undertakings, net of cash acquired		(0 6)	(14 6)
Disposal of subsidiary undertakings		-	2 3
Dividends received from equity undertakings		-	17 5
Interest received		57 4	22 3
Net cash outflow from investing activities		(1,112 3)	(883 1)
Financing activities			
Interest paid		(571 8)	(462 3)
Settlement of cross currency interest rate swaps		(26 0)	65 5
New borrowings (net of financing fees)		1,441 7	977 0
Repayment of borrowings		(1,294 3)	(1,315 7)
Capital lease payments		(97 8)	(79 3)
Net cash outflow from financing activities		(548 2)	(814 8)
Net decrease in cash and cash equivalents		(88 0)	(93 9)
Cash and cash equivalents at 1 January	18	283 9	377 8
Cash and cash equivalents at 31 December	18	195 9	283 9

1 Authorisation of financial statements and statement of compliance with IFRS

The consolidated financial statements of Virgin Media Finance PLC for the year ended 31 December 2012 were authorised for issue by the board of directors on 6 June 2013 and the Group Balance Sheet was signed on the board's behalf by R C Gale Virgin Media Finance PLC is a public limited company incorporated and domiciled in England & Wales The company's shares are not publicly traded although the Senior Notes issued by the company are registered on the Luxembourg Stock Exchange

The group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006 as they apply to the financial statements of the group for the year ended 31 December 2012 The group's financial statements are also consistent with IFRS as issued by the International Accounting Standards Board (IASB) The principal accounting policies adopted by the group are set out below in note 2

2 Accounting policies

The principal accounting policies adopted by the group are set out below and have all been applied consistently throughout the current year and the preceding year

Basis of preparation

The group's financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union as they apply to the financial statements of the group for the year ended 31 December 2012 and applied in accordance with the Companies Act 2006 The separate financial statements of the parent company are prepared under UK GAAP

The financial statements are prepared on the going concern basis because, after making enquiries, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future Further detail is contained in the Directors' Report on page 12

The group financial statements are presented in sterling and all values are rounded to the nearest one hundred thousand pounds, except when otherwise indicated

The accounting policies which follow set out those policies which apply in preparing the group's financial statements for the year ended 31 December 2012

The prior period information has been presented on a consistent basis with the current year presentation Foreign exchange movements have been presented within Finance revenue and/or costs to align with the nature of how these gains and/or losses arise (see notes 8 and 9)

New standards and interpretations not applied

The following standards and interpretations have been issued with an effective date for accounting periods beginning after the date of these financial statements

International Accounting Standards (IAS/IFRSs/IFRICs)		***Effective date***
IFRS 7	Amendment to IFRS 7 Financial Instruments Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
IFRS 9	Financial Instruments	1 January 2015
IFRS 10	Consolidated Financial Statements	1 January 2013
IFRS 11	Joint Arrangements	1 January 2013
IFRS 12	Disclosure of Interests in Other Entities	1 January 2013
IFRS 13	Fair Value Measurement	1 January 2013
IAS 1	Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income	1 July 2012
IAS 19	Revision to IAS 19 Employee Benefits	1 January 2013
IAS 27	Revision to IAS 27 Separate Financial Statements	1 January 2013
IAS 28	Revision to IAS28 Investments in Associates and Joint Ventures	1 January 2013
IAS 32	Amendment to IAS 32 Financial Instruments Presentation - Offsetting of Financial Assets and Financial Liabilities	1 January 2014
	Improvements to IFRSs 2009-2011	1 January 2013
	IFRS 10, IFRS 12 and IAS 27 Investment Entities (Amendment)	1 January 2014

2 Accounting policies (continued)

The effective dates are for accounting periods beginning on or after the dates stated The effective dates are those given in the original IASB/IFRIC standards and interpretations As the group prepares its financial statements in accordance with IFRS as adopted by the European Union, the application of new standards and interpretations will be subject to their having been endorsed in the EU via the EU Endorsement mechanism In the majority of cases this will result in an effective date consistent with that given in the original standard or interpretation but the need for endorsement restricts the group's discretion to early adopt standards

The directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the group's financial statements in the period of initial application

Judgements and key sources of estimation uncertainty
The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year The nature of estimation means that actual outcomes could differ from those estimates

The most significant judgments and estimations used by management in the process of applying the group's accounting policies are discussed below

Impairment of intangible assets
The group assesses whether there are any indicators of impairment for intangible assets at each reporting date Goodwill and intangible assets with indefinite lives are tested for impairment annually and at the reporting date when such indicators exist

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of these cash flows Where fair value less cost to sell is used, the valuation must represent the fair value of the cash-generating unit in an orderly transaction between market participants under current market conditions, less costs to sell Further details of the key assumptions are given in note 12

Share-based payments
The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted Estimating fair value requires a determination of the most appropriate valuation model for the grant of equity instruments, which is dependent on the terms and conditions of the grant This also requires a determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them The model used and assumptions made are disclosed in note 26

Deferred tax assets
Deferred tax assets are recognised for unused tax losses and allowances to the extent that it is probable that taxable profit will be available against which the losses can be utilised Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies

Details of the group's deferred tax asset initial recognition and measurement are provided in note 11

Pension plans
The cost of defined benefit pension plans is determined using actuarial valuations The actuarial valuation is based on assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases Due to the long term nature of these plans, such estimates are subject to significant uncertainty

2 Accounting policies (continued)

Provision for asset retirement obligation
The group recognises a provision for liabilities associated with participation in the market for Waste Electrical and Electronic Equipment ('WEEE') in accordance with the accounting policy stated below The group has made assumptions in relation to historical waste regarding the number of units of equipment purchased, the number subsequently disposed of and the expected cost of disposal In relation to future waste, the group has made assumptions about the age profile of the equipment distributed and the cost of disposal

Restructuring provisions
Amounts provided for in relation to restructuring programmes include amounts expected to be settled in relation to vacant leased properties and redundancy costs These provisions are based on the best estimates of factors such as the number of people expected to be made redundant, their length of service and remuneration, the cost of exiting a leased property and the discount rate applied to those specific costs Further details are contained in note 22

Property, plant and equipment
Depreciation is provided on all property, plant and equipment, other than freehold land, on a straight-line basis at rates calculated to write off the cost of each asset over the shorter of its leasing period or estimated useful life Useful lives are reviewed annually and where adjustments are required, these are made prospectively

Overheads, including staff costs, relating to the design, construction and development of the network, capital projects, and related services are capitalised and depreciated on a straight-line basis over the life of the relevant assets

Basis of consolidation
The group accounts consolidate the financial statements of Virgin Media Finance PLC and the entities it controls (its subsidiaries) drawn up to 31 December each year

Subsidiaries
Subsidiaries are consolidated from the date of their acquisition, being the date on which the group obtains control, and continue to be consolidated until the date that such control ceases Control is defined as the power to govern the financial and operational policies of the investee so as to obtain benefit from its activities and is achieved through direct or indirect ownership of voting rights, currently exercisable or convertible potential voting rights, or by way of contractual agreement The financial statements of subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies All inter-company balances and transactions, including unrealised profits arising from them, are eliminated in full

Interests in joint ventures
The group recognises its interest in the assets and liabilities of its joint ventures using the equity method of accounting Under the equity method, the interest in joint ventures is carried in the Group Balance Sheet at cost plus post-acquisition changes in the group's share of its net assets, less distributions received and less impairment in the value of individual investments The Group Income Statement reflects the share of the jointly controlled entities' results after tax

Financial statements of the jointly controlled entities are prepared for the same reporting period as the group

The group disposed of its joint venture interest in the UKTV group of companies on 30 September 2011 and from this date the group no longer held any interests in joint ventures Further details are contained in note 14

2 Accounting policies (continued)

Foreign currency translation

The group's consolidated financial statements are presented in sterling, which is also the parent company's functional currency Transactions in foreign currencies are initially recorded in the local entity's functional currency by applying the exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date All exchange differences are taken to the Group Income Statement, except where hedge-accounting is applied and for differences on monetary assets and liabilities that form part of the group's net investment in a foreign operation These are taken directly to equity until the disposal of the net investment, at which time they are reclassified from equity to profit or loss

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined

Goodwill

Business combinations are accounted for using the purchase method Any excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised in the Group Balance Sheet as goodwill and is not amortised To the extent that the net fair value of the acquired entity's identifiable assets, liabilities and contingent liabilities is greater than the cost of the investment, a gain is recognised immediately in the Group Income Statement Any goodwill asset arising on the acquisition of equity accounted entities is included within the cost of those entities

After initial recognition, goodwill is stated at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually and at the reporting date when such indicators exist

For the purpose of impairment testing, goodwill is allocated to cash generating units which are no larger than a reporting segment and represent the level at which results are monitored by management Where the recoverable amount of a cash generating unit is less than its carrying amount, including goodwill, an impairment loss is recognised in the Group Income Statement

When goodwill forms part of a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash generating unit retained

Intangible Assets

Intangible assets acquired separately are measured at cost on initial recognition Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and impairment losses An intangible asset acquired as part of a business combination is recognised outside goodwill if the asset is separable or arises from contractual or other legal rights and its fair value can be measured reliably Expenditure on internally developed intangible assets, excluding development costs, is reflected in the Group Income Statement in the year in which it is incurred Development expenditure is recognised as an intangible asset only after its technical feasibility and commercial viability can be demonstrated

Intangible assets are amortised on a straight line basis over their expected useful lives, as follows

Customer lists - over their useful economic lives up to a maximum of 6 years

The group has no intangible assets with finite lives as at 31 December 2012

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses Such cost includes costs directly attributable to making the asset capable of operating as intended Borrowing costs directly attributable to assets under construction and which meet the recognition criteria in IAS 23 are capitalised as part of the cost of that asset Property, plant and equipment acquired through business combinations is initially recorded at fair value on acquisition

2 Accounting policies (continued)

Depreciation is provided on all property, plant and equipment, other than freehold land, on a straight-line basis at rates calculated to write off the cost of each asset over the shorter of its leasing period or estimated useful life as follows

Network assets, cable plant and equipment

Network assets	-	3 - 30 years

Other fixed assets

- Property held under finance lease	-	period of lease
- Freehold property, other than land	-	30 years
- Leasehold improvements	-	20 years or, if less, the term of the lease
- Furniture and fixtures	-	5 - 12 years
- Computer equipment	-	3 - 5 years
- Motor vehicles	-	5 years

Construction in progress

Construction in progress comprising materials, consumables and direct labour relating to network construction has been included in property, plant and equipment and is stated at the lower of cost incurred in bringing each product to its present location and condition, and net realisable value as follows

Raw materials and consumables	-	purchase cost
Work in progress	-	cost of direct materials and labour

Construction in progress is not depreciated

Overheads, including staff costs, relating to the design, construction and development of the network, capital projects, and related services are capitalised and depreciated on a straight-line basis over the life of the relevant assets

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable The useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively

Impairment of intangible assets and property, plant and equipment

In accordance with IAS 36 *'Impairment of Assets'*, the group assesses at each reporting date whether there is an indication that an asset may be impaired If any such indication exists, or when annual impairment testing for an asset is required, the group makes an estimate of the asset's recoverable amount An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or groups of assets Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset Impairment losses of continuing operations are recognised in the Group Income Statement in those expense categories consistent with the function of the impaired asset

An assessment is made at each reporting date as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased If such indication exists, the recoverable amount is estimated A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised

2 Accounting policies (continued)

Provisions for liabilities and charges

General

Provisions are recorded when the group has a legal or constructive obligation as a result of a past event for which it is probable that the group will be required to settle by an outflow of economic benefits and for which a reliable estimate of the amount of the obligation can be made Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate

Where the effect of the time value of money is material, the amount of the provision is the present value of the expenditures expected to be required to settle the obligation

Asset retirement obligation

The group is a provider of electrical equipment that falls under the EU directive on Waste Electrical and Electronic Equipment The group has deemed all equipment purchased prior to the date that the law came into effect (2 January 2007) to be historical waste and all equipment purchased after that date to be new waste

A provision for the expected cost of disposal is recognised when products that fall within the EU directive are purchased and the disposal costs can be reliably measured The expected costs are capitalised within Property, Plant and Equipment and depreciated over the useful economic life of the asset The provision is utilised when the asset is retired or disposed of

Where the effect of the time value of money is material, the amount of the provision is the present value of the expenditures expected to be required to settle the obligation

If the effect is material, expected future cash flows are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability

Leases

Group as a lessee

Assets held under finance leases, which transfer to the group substantially all of the risks and benefits incidental to ownership of the leased item are capitalised at the inception of the lease, with a corresponding liability being recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments Lease payments are apportioned between the reduction of the lease liability and finance charges in the Group Income Statement so as to achieve a constant rate of interest on the remaining balance of the liability Assets held under finance leases are depreciated over the estimated useful life of the asset, certain assets held under finance leases are depreciated over the lease term where this is shorter than the estimated useful life

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight line basis over the lease term

Interest bearing loans and borrowings

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance costs

Finance costs which are incurred in connection with the issuance of debt are deferred and set off against the borrowings to which they relate Deferred finance costs are amortised over the term of the related debt using the effective interest method

2 Accounting policies (continued)

Derivative financial instruments and hedging
The group has established policies and procedures to govern the management of risks associated with fluctuating interest rates and foreign currency exchange rates through the use of derivative financial instruments, including interest rate swaps, cross-currency interest rate swaps and foreign currency forward contracts

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value at each balance sheet date Derivatives are recognised as financial assets when the fair value is positive and as financial liabilities when the fair value is negative Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and is not expected to be realised or settled within 12 months Other derivatives are presented as current assets or current liabilities

The foreign currency forward rate contracts, interest rate swaps and cross-currency interest rate swaps are valued using internal models based on observable inputs, counterparty valuations or market transactions in either the listed or over-the-counter markets, adjusted for non-performance risk Non-performance risk is based upon quoted credit default spreads for counterparties to the contracts and swaps Derivative contracts which are subject to master netting arrangements are not offset and have not provided, nor require, cash collateral with any counterparty

While these instruments are subject to the risk of loss from changes in exchange rates and interest rates, these losses would generally be offset by gains in the related exposures Financial instruments are only used to hedge underlying commercial exposures The group does not enter into derivative financial instruments for speculative trading purposes, nor does it enter into derivative financial instruments with a level of complexity or with a risk that is greater than the exposure to be managed

For derivatives which are designated as hedges the hedging relationship is documented at its inception This documentation identifies the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how effectiveness will be measured throughout its duration Such hedges are expected at inception to be highly effective

The group designates certain derivatives as either fair value hedges, when hedging exposure to variability in the fair value of recognised assets or liabilities or firm commitments, or as cashflow hedges, when hedging exposure to variability in cash flows that are either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction

Derivatives that are not part of an effective hedging relationship as set out in IAS 39 must be classified as held for trading and measured at fair value through profit or loss

The treatment of gains and losses arising from revaluing derivatives designated as hedging instruments depends upon the nature of the hedging relationship and are treated as follows

Cash flow hedges
For cash flow hedges, the effective portion of the gain or loss on the hedging instrument is recognised directly as other comprehensive income in the net unrealised gains and losses reserve, while the ineffective portion is recognised in profit or loss Amounts taken to other comprehensive income and accumulated in equity are reclassified to the Group Income Statement when the hedged transaction is recognised in profit or loss, such as when a forecast sale or purchase occurs, in the same line of the income statement as the recognised hedged item Where the hedged item is the cost of a non-financial asset or liability, the gains and losses previously accumulated in equity are transferred to the initial measurement of the cost of the non-financial asset or liability

If a forecast transaction is no longer expected to occur, amounts previously recognised in equity are reclassified to profit or loss If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in other comprehensive income remain in equity until the forecast transaction occurs and are reclassified to the Group Income Statement or to the initial carrying amount of the non-financial asset or liability above If the related transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss

2 Accounting policies (continued)

Fair value hedges
For fair value hedges, the changes in the fair value of the hedging instrument are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in the line of the income statement relating to the hedged item

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, then the fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date

Inventories
Inventory consists of goods for resale which are valued at the lower of cost or net realisable value using the first-in, first-out (FIFO) method Cost represents the invoiced purchase cost of inventory Net realisable value is based on judgements, using currently available information about obsolete, slow moving or defective inventory Based upon these judgements and estimates, which are applied consistently from period to period, an adjustment is made to state the carrying amount of inventory held for resale at the lower of cost and net realisable value

Trade and other receivables
Trade receivables are recognised and carried at the lower of their original invoiced value and recoverable amount Where the time value of money is material, receivables are carried at amortised cost Provision is made where there is objective evidence that the group will not be able to recover balances in full Balances are written off when the probability of recovery is assessed as being remote

Cash and cash equivalents
Cash and short-term deposits in the Group Balance Sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less For the purpose of the Group Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts

Tax
Current income tax
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date

Current income tax relating to items recognised directly in equity is recognised in equity and not in the income statement The directors periodically evaluate positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establish provisions where appropriate Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date
Deferred tax liabilities are recognised for all taxable temporary differences, except

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

2 Accounting policies (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss

Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority

Pensions

The group contributes to the Virgin Media sponsored group personal pension plans for eligible employees Contributions to these schemes are recognised in the Group Income Statement in the period in which they become payable, in accordance with the rules for each of the plans

The group operates two defined benefit pension plans, both of which require contributions to be made to separately administered funds and are closed to new entrants

The regular cost of providing benefits under the defined benefit plans is attributed to individual years using the projected unit credit method Variations in pension cost, which are identified as a result of actuarial valuations, are amortised over the average expected remaining working lives of employees in proportion to their expected payroll costs Past service costs are recognised in profit or loss on a straight-line basis over the vesting period or immediately if the benefits have vested

When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related scheme assets are re-measured using the current actuarial assumptions and the resultant gain or loss recognised in the Group Income Statement during the period in which the settlement or curtailment occurs

2 Accounting policies (continued)

The interest element of the defined benefit pension cost represents the change in present value of scheme obligations resulting from the passage of time and is determined by applying the discount rate to the opening present value of the benefit obligation, taking into account material changes in the obligation during the year The expected return on scheme assets is based on an assessment made at the beginning of the year of long term market returns on scheme assets, adjusted for the effect of fair value of the scheme assets of contributions received and benefits paid during the year The difference between the expected return on scheme assets and the interest cost is recognised in the Group Income Statement

Actuarial gains and losses are recognised in full in the Group Statement of Comprehensive Income in the period in which they occur

The defined benefit pension asset or liability in the Group Balance Sheet comprises the total for each scheme of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less any past service cost not yet recognised and less the fair value of scheme assets out of which the obligations are to be settled directly Fair value is based on market price information and, in the case of quoted securities, is the published bid price

Revenue recognition
Revenue is recognised to the extent that it is realised or realisable and earned Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and VAT The following criteria must also be met before revenue is recognised

- persuasive evidence of an arrangement exists between the group and the group's customer,
- delivery has occurred or the services have been rendered,
- the price for the service is fixed or determinable, and
- recoverability is reasonably assured

Consumer
Fixed line telephone, cable television and internet revenues are recognised as the services are provided to customers Adjustments are made at the end of each period to defer revenue relating to services billed in advance and to accrue for earned but unbilled services

Installation revenues are recognised at the time the installation has been completed to the extent that those fees are less than the direct selling costs, which is generally the case Installation fees in excess of direct selling costs are deferred and amortised over the expected life of the customer's connection

Bundled installation and service revenue is recognised where the components of these arrangements represent separate units of accounting and the revenue from bundled components should be recognised separately For bundled packages that have separately identifiable units of accounting, the total consideration is allocated to the different components based on their relative fair values The group's bundled arrangements for its residential customers do not generally have separately identifiable units of accounting

Rental revenue in respect of line rentals and rental of equipment provided to customers is recognised on a straight-line basis over the term of the rental agreement

Mobile handset and other equipment revenues are recognised when the goods have been delivered and title has passed Equipment revenue is stated net of discounts earned through service usage

Mobile service revenues include airtime, data, roaming, and long distance revenues and are invoiced and recorded as part of a periodic billing cycle Service revenues are recognised as the services are provided Adjustments are recorded at the end of each period to defer revenue billed in advance and accrue for earned but unbilled services Contract customers are billed in arrears based on usage and revenue is recognised when the service is rendered and recoverability is reasonably assured Revenue from non-contract pre-pay customers is recorded as deferred revenue prior to commencement of the services and is rendered as the services are rendered or usage expires

2 Accounting policies (continued)

Business

Rental revenues in respect of line rentals and rental of equipment provided to customers are recognised on a straight-line basis over the term of the rental agreement

Installation revenues are recognised when the contracted service has been delivered, which is generally when a customer is connected to the network and has acknowledged acceptance

Other income

Interest income is recognised as interest accrues using the effective interest method - that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount

Dividend revenue is recognised when the group's right to receive payment is established

Share-based payments

The company is an indirect, wholly-owned subsidiary of Virgin Media Inc Accordingly, the company has no share-based compensation plans of its own Certain of the group's employees participate in the share-based compensation plans of Virgin Media Inc , which are described in Virgin Media Inc 's Annual Report and summarised in note 26 below, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions) of Virgin Media Inc common stock

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted The fair value of options is determined using the Black-Scholes model The fair value of restricted stock units is determined using either the share price at the grant date or the Monte Carlo model, depending on the conditions attached to the restricted stock units being granted These transaction costs are recognised, together with a corresponding increase in either equity or amounts owed to parent undertakings, over the service period, or, if applicable, over the period in which any performance conditions are fulfilled, which ends on the date on which the relevant employees become fully entitled to the award (vesting date) The cumulative expense recognised for equity settled transactions at each reporting date, until the vesting date, reflects the extent to which the vesting period has expired and the number of awards that will ultimately vest, in the opinion of management at that date and based on the best available estimates

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market vesting condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied

3 Revenue

Revenue is analysed as follows

	2012 £ million	2011 £ million
Sales of goods and services		
Consumer	3,321 2	3,259 2
Business	659 5	630 6
Revenue	3,980 7	3,889 8
Finance revenue (note 8)	62 9	24 4
Total revenue	4,043 6	3,912 1

Revenue, excluding finance revenue, is derived from goods and services provided through the following reporting segments

- Consumer the distribution of television programming over the group's cable network and the provision of broadband and fixed line telephone services to residential consumers, both on and off the group's cable network Consumer also includes the group's mobile telephony and mobile broadband operations, provided through Virgin Mobile
- Business the provision of voice and data telecommunication and internet solutions services provided through Virgin Media Business to businesses, public sector organisations and service providers

4 Segment information

Virgin Media Finance PLC's function is to facilitate the Virgin Media group's financing structure by implementing the Virgin Media group's capital management policies, making and facilitating external borrowings and holding investments in subsidiary companies These consolidated financial statements are only prepared to meet statutory requirements and do not affect the way in which the overall Virgin Media group is managed

The Virgin Media group's reporting segments are based on its method of internal reporting with the criteria used by its chief executive officer, who is the group's chief operating decision maker (CODM), to evaluate segment performance and make capital allocation decisions

Whilst the group has operating segments, consisting of Consumer and Business, which are consistent with the Virgin Media group's segments, financial information is only prepared for and reviewed by the CODM at the Virgin Media group level As such there are no separable reportable segments for the group The revenue and operating profit or loss of companies not within the group, but included in the financial information reviewed by the CODM are shown for the years ended 31 December 2012 and 31 December 2011 below

The Virgin Media group's Consumer segment is its primary segment, consisting of the distribution of television programming, broadband and fixed line telephone services to residential customers on its cable network, the provision of broadband and fixed line telephone services to residential customers outside of its cable network, and the provision of mobile telephony and broadband to residential customers

The Virgin Media group's Business segment comprises its operations carried out through Virgin Media Business, which provides a complete portfolio of voice, data and internet solutions to businesses, public sector organisations and service providers in the UK

Segment contribution, which is operating profit or loss before network operating costs, corporate costs, depreciation, amortisation, goodwill and intangible asset impairments and restructuring charges, is management's measure of segment profit Segment contribution excludes the impact of certain costs and expenses that are not directly attributable to the reporting segments, such as the costs of operating the network, corporate costs, depreciation and amortisation Restructuring charges, goodwill and intangible asset impairments are excluded from segment contribution as management believes they are not characteristic of the groups underlying business operations Assets are reviewed on a consolidated basis and are not allocated to segments for management reporting purposes, since the primary asset of the business is the cable network infrastructure which is shared by the Virgin Media group's Consumer and Business segments

4 Segment information (continued)

Liabilities are also reviewed on a consolidated basis since they are mainly comprised of the group's long-term debt in the form of its senior credit facility, senior notes and senior secured notes, which are not allocated to segments for management reporting

Segment information for the group, which operates entirely within the United Kingdom, is presented below

Year ended 31 December 2012

	Consumer £ million	Business £ million	Total £ million
Revenue of the Virgin Media group			
Sales to external customers	3,430 2	670 3	4,100 5
Total revenue reported to CODM	3,430 2	670 3	4,100 5
Revenue of companies outside Virgin Media Finance PLC group	(109 0)	(10 8)	(119 8)
Revenue	3,321 2	659 5	3,980 7
Segment contribution reported to CODM	2,053 2	380 8	2,434 0
Amounts not allocated to segments for management's measure of segment reporting.			
Other costs not attributed to segments			(770 4)
Depreciation			(927 8)
Operating profit of companies outside Virgin Media Finance PLC group			(14 8)
Group operating profit			721 0

Year ended 31 December 2011

	Consumer £ million	Business £ million	Total £ million
Revenue of the Virgin Media group			
Sales to external customers	3,354 4	637 4	3,991 8
Total revenue reported to CODM	3,354 4	637 4	3,991 8
Revenue of companies outside Virgin Media Finance PLC group	(95 2)	(6 8)	(102 0)
Revenue	3,259 2	630 6	3,889 8
Segment contribution reported to CODM	1,991 5	377 4	2,368 9
Amounts not allocated to segments for management's measure of segment reporting:			
Other costs not attributed to segments			(800 5)
Depreciation			(894 6)
Amortisation			(118 5)
Share of post tax profits of joint ventures			18 6
Operating profit of companies outside Virgin Media Finance PLC group			(13 1)
Group operating profit			560 8

5 Group operating profit

This is stated after charging/(crediting)

	2012 £ million	2011 £ million
Depreciation of property, plant and equipment	851 1	837 8
Depreciation of assets held under finance leases and hire purchase contracts	76 7	56 8
Amortisation of intangible assets	-	118 5
Total depreciation and amortisation expense	927 8	1,013 1
Operating lease payments - minimum lease payments	23 5	25 9
- rent of commercial premises	26 2	21 1
Total lease payments recognised as an expense	49 7	47 0
(Gain)/loss on disposal of property, plant and equipment	(11 9)	3 1
Cost of inventories recognised within cost of sales	124 6	122 6
Write downs of inventories to net realisable value	1 1	7 1
	125 7	129 7

6 Auditor's remuneration

The group paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the group

	2012 £'000	2011 £'000
Audit services		
• Statutory audit services - audit of the parent company and group financial statements	507	543
Fees payable to the company's auditors and their associates for other services		
• Statutory audit services - statutory accounts of the company's subsidiaries	362	426
• Tax services	387	-
• All other services	8	8
Fees in respect of pension schemes		
• Audit	22	22
	1,286	999

Fees paid to the auditor for audit and other services to the company are not disclosed in its individual accounts as the group accounts are required to disclose such fees on a consolidated basis

Fees payable to the company's auditors and their associates for other services represents fees payable for services in relation to other statutory filings or engagements that are required to be carried out by the group's auditors

Tax services represents fees payable for tax compliance and advisory services

7 Staff costs and directors' emoluments

(a) Staff costs

		2012 £ million	2011 £ million
Wages and salaries		516 9	499 4
Social security costs		62 8	48 6
Other pension costs (see note 31)	- defined benefit	1 8	(1 3)
	- defined contribution	13 7	13 6
Total staff costs		595 2	560 3

Included in wages and salaries is a total expense for share-based payments of £17 7 million (2011 - £20 0 million) all of which arises from transactions accounted for as equity-settled share-based payment transactions

(b) Average staff numbers
The average monthly number of employees during the year was

	2012 No.	2011 No.
Employees attributed to reporting segments		
Consumer	4,527	4,592
Business	807	811
	5,334	5,403
Employees not attributed to reporting segments		
Access and networks	5,986	5,501
Technology	818	862
Corporate	1,214	1,321
Total staff numbers	13,352	13,087

(c) Directors' emoluments

	2012 £'000	2011 £'000
Directors' emoluments	458	493
Company contributions paid to money purchase pension plans	41	38
Highest paid director		
Emoluments	319	313
Company contributions paid to money purchase pension plans	31	31
	350	344

	2012 No.	2011 No.
Number of directors accruing benefits under money purchase plans	3	2
Number of directors who exercised share options under schemes operated by ultimate parent company	1	2
Number of directors with shares received or receivable under long term incentive plans **	3	3

** In 2011, one director, who had received shares under a long-term incentive plan, left the company and the shares were subsequently cancelled

The highest paid director exercised share options in the ultimate parent company during the year

There were no other transactions during the year with any of the directors

8 Finance revenue

	2012 £ million	2011 £ million
Bank interest receivable	1 3	2 2
Interest on loans to joint ventures	-	3 3
Interest on amounts due from group undertakings	56 1	13 2
Gains on foreign exchange	-	2 1
Other finance income	5 5	3 6
Total finance revenue	62 9	24 4

Bank interest receivable, interest on loans to joint ventures and interest on amounts due from group undertakings are recognised using the effective interest rate method in accordance with IAS 39 *'Financial Instruments Recognition and Measurement'*

9 Finance costs

	2012 £ million	2011 £ million
Interest payable on		
Senior credit facility and mortgage loans	23 8	40 7
Senior notes	298 5	324 1
Loans from parent undertakings	15 7	19 5
Loss on derivative financial instruments	26 1	7 4
Loss on debt extinguishment	189 8	47 2
Interest payable on finance leases	16 1	14 6
Other interest and fees	1 8	4 8
Loss on foreign exchange	36 7	-
Unwinding of discounts on provisions	2 1	4 0
Total finance costs	610 6	462 3

Interest payable is recognised using the effective interest rate method

For the year ended 31 December 2012, loss on extinguishment of debt was £189 8 million which related to the redemption premia paid and the write off of deferred financing costs as a result of the redemption of the senior notes on 28 March 2012, and the redemption of the senior notes over the period 31 October 2012 to 30 November 2012

For the year ended 31 December 2011, loss on extinguishment of debt was £47 2 million which related to the write off of deferred financing costs as a result of the repayments of the senior credit facility from the net proceeds of the senior secured notes issued on 3 March 2011, the refinancing of the senior credit facility on 20 May 2011 and the redemption of the senior notes on 26 July 2011

10 Other income

During the year ended 31 December 2011, the group reached an agreement with HM Revenue & Customs (HMRC) regarding the VAT treatment of certain revenue generating activities, HMRC provided the group with a refund of £75 1 million

11 Taxation

Overview

For the year ended 31 December 2012 the group recognised an income tax benefit of £2,536 8 million compared to an expense of £18 2 million in the year ended 31 December 2011

Deferred tax

As of 31 December 2012 the group had gross deferred tax assets of £5,548 9 million of which £5,362 3 million related to the UK and which principally comprised capital allowances, net operating losses, or NOLs, and capital losses The group accumulated these assets over the last two decades as it made significant investments in building its network infrastructure and incurred significant losses as it operated that network These assets represent amounts the group, in common with other companies in the UK, are able to use to reduce its future taxable profits in the UK The group has historically not recognised either its UK or U S deferred tax assets

The assessment of the amount of deferred tax asset the group recognises under the applicable accounting rules is highly judgmental The group is required to consider all available positive and negative evidence in evaluating the likelihood that it will be able to realise the benefit of its deferred tax assets in the future Such evidence includes scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies, and the results of recent operations Since this evaluation requires consideration of events that may occur some years into the future, there is significant judgment involved, and the group's conclusion could be materially different should certain of its expectations not transpire

When assessing all available evidence, the group considers an important piece of objective evidence is the extent to which it has made pre-tax income or losses over recent periods Historically, the Virgin Media group has not recognised its deferred tax assets principally because the Virgin Media group has been in a cumulative pre-tax loss position over the most recent two year period While there has been a trend of positive evidence that has been strengthening in recent years, it was not sufficiently persuasive to outweigh the negative evidence provided by the group's cumulative pre-tax loss position During the year ended 31 December 2012, the group emerged from a cumulative pre-tax loss position in the UK for the first time, which removed this important piece of negative evidence from its evaluation

The group's deferred tax asset recognition assessment for the year ended 31 December 2012 considered the following positive and negative evidence in respect of the Virgin Media group Based on this evidence, the group concluded that it was probable that in future periods it will generate sufficient pre-tax profits to utilise substantially all of its UK deferred tax assets relating to capital allowances and NOLs

Positive evidence

- The Virgin Media group has now generated pre-tax profit in the UK of more than £150 million for two consecutive years and has utilised some of its available tax assets to reduce the tax liabilities that would have otherwise arisen in those periods
- The Virgin Media group's UK capital allowances and NOLs do not have an expiration date
- The Virgin Media group's financial performance has continued to improve despite challenging macroeconomic conditions Steady growth in revenue and operating income has been maintained for three years, and the group believes that financial performance will continue to improve even if the current economic conditions persist
- The Virgin Media group's forecasts of future taxable profits indicate that its pre-tax profit and taxable profit will increase in the future
- The Virgin Media group has re-financed a significant portion of its high-coupon debt into lower-coupon, longer duration debt in recent years

11 Taxation (continued)

Negative evidence

In the absence of a cumulative loss within the Virgin Media group in the last two years, the remaining negative evidence consists solely of the Virgin Media group's long history of significant pre-tax losses prior to 2011, dating back many years prior to the merger with Telewest in 2006 In total, The Virgin Media group's UK group companies have approximately £384 5 million of deferred tax assets on £1,671 6 million of NOLs, of which £346 7 million has been recognised and which has accumulated over many years The group believes that the combined impact of a number of company specific and industry specific developments over recent years makes it unlikely that those historic losses will be repeated in the future These include

Company specific factors

- The significant investment associated with building the Virgin Media group's unique cable network does not need to be replicated Instead, the Virgin Media group is able to spend relatively more modest sums to gradually upgrade and improve that network
- The Virgin Media group has established itself as one of the major telecommunication service providers in the UK, offering leading next generation broadband and television services, which has enabled them to steadily and economically grow revenues
- Significant restructuring and rationalisation activities subsequent to the Telewest merger have reduced the Virgin Media group's cost base and focused the business on its core activities This allowed the Virgin Media group to leverage its network into financial returns and generate consistently improving operating margins
- There has been a material improvement in the Virgin Media group's credit standing in recent years, including certain of the Virgin Media group's debt being rated investment grade, which has allowed them to reduce and lock-in lower interest rates

Industry specific factors

- The cable and telecommunications markets have matured since the late 1990s and early 2000s
- There is only one competitor in the UK with a substantial fibre network
- Pricing in the UK telecommunications market in recent years is considerably more rational than in the early to mid portion of the previous decade The Virgin Media group expects that trend to continue given a) the increase in demand for data traffic that requires a high speed delivery mechanism like the group's fibre network and b) the structure of the UK market
- Consolidation in the industry has reduced the number of competitors since the years in which the Virgin Media group incurred significant losses
- The industry is capital intensive and barriers to entry are high, therefore, the Virgin Media group does not envisage uneconomic competition from new entrants

After consideration of these factors, the group determined that it was unlikely that the losses incurred prior to the year ended 31 December 2011 would be repeated and as a result, the group did not place significant weight on the negative evidence provided by its long history of losses

The group believes that its positive evidence is strong The improving financial performance in recent years is an objectively verifiable piece of positive evidence and is the result of a number of factors which have been present to a greater or lesser extent in prior years but have only recently gathered sufficient weight to deliver objectively verifiable, consistent taxable profits

A key consideration in the group's analysis was that the unlimited carryforward periods of its UK tax assets make the realisation of those assets less sensitive to variations in its projections of future taxable income than would otherwise be the case if the carryforward periods were time limited In performing its analysis, the group used the most updated plans and estimates that it currently uses to manage the underlying business and calculated the utilisation of its deferred tax assets under a number of scenarios The group does not require material increases in the current levels of cash flows, book income, or taxable income to recover the value of its deferred tax assets other than capital losses

11 Taxation (continued)

The emergence of the Virgin Media group from a cumulative loss position in the UK during 2012 was an important consideration in the assessment and changed the balance of the remaining available evidence Therefore, the group determined that it was appropriate to recognise substantially all of its deferred tax assets other than capital losses The recognition of the group's deferred tax assets resulted in an income tax benefit of £2,537 5 million, during the year ended 31 December 2012, and an increase in non-current deferred tax assets on the Group Balance Sheet for the year ended 31 December 2012 Beginning in 2013, the group expects its net profit to be impacted to a greater degree by income tax expense, which may fluctuate from period to period However, this recognition will not result in any change to the amount of cash payments to the UK tax authorities for income taxes

Realisation of the group's deferred tax assets is dependent on generating sufficient taxable profit in future periods Although the group believes it is probable that future taxable profit will be sufficient to allow it to recover substantially all of the value of its UK deferred tax assets other than capital losses, realisation is not assured and future events could cause the group to change its judgment If future events cause the group to conclude that it is not probable that it will be able to recover all of the value of its deferred tax assets the group would be required to derecognise its deferred tax assets at that time, which would result in a charge to income tax expense and a material decrease in net profit in the period in which the group changes its judgment

During 2012, the group also recognised U S deferred tax assets relating to certain of its subsidiaries that are considered dual resident in the UK and U S for tax purposes, and recognised a benefit of £40 7 million The assets in these companies are principally comprised of NOLs The companies have emerged from a cumulative loss position and after consideration of all available positive and negative evidence the group believes it is probable that the deferred tax assets will be utilised Because those companies have emerged from a cumulative loss position, significant negative evidence no longer exists Positive evidence exists in the form of recent profitability, forecasts for continued profitability, and long expiration periods for the NOLs The group does not require significant improvements in the level of profitability to utilise the deferred tax assets prior to their expiration

The group has not recognised its deferred tax assets relating to capital losses, which totalled approximately £2,786 0 million as of 31 December 2012 The group does not expect to realise any significant benefit from these capital losses because they can only be used to the extent the group generates future UK taxable capital gains from assets held by subsidiaries owned prior to 2006

The group has considered the implications of the proposed merger of the Virgin Media group with Liberty Global, as discussed in Post balance sheet events in note 28, on its accounting for deferred tax assets The group notes that a change in judgment that results in subsequent recognition, derecognition, or change in measurement of a tax position taken in a prior annual period shall be recognised as a discrete item in the period in which the change occurs The group is therefore not permitted to consider the impact of the proposed business combination until 2013 and the recognition of the deferred tax asset discussed above therefore remains appropriate

It has been announced that the UK corporation tax rates will be decreasing to 21% from 1st April 2014 with a further 1% decrease to 20% from 1st April 2015 None of these rate reductions have been substantively enacted at the balance sheet date and therefore their effect is not included in these accounts The impact of a 3% reduction of the corporation tax rate to 20% at the balance sheet date would result in a reduction in the value of recognised deferred tax assets of £332 9m and a reduction in the unrecognised deferred tax assets of £368 3m

11 Taxation (continued)

(a) Tax (credit)/expense on profit on ordinary activities

	2012 £ million	2011 £ million
Current income tax		
UK Corporation tax	-	(5 1)
Foreign taxes	0 7	-
Deferred income tax - temporary differences	(2,537 5)	23 3
	(2,536 8)	18 2

(b) Reconciliation of the total tax (credit)/expense

The tax (credit)/expense in the Group Income Statement is lower than the standard rate of corporation tax in the UK of 24 5% (2011 – 26 5%) The differences are reconciled below

	2012 £ million	2011 £ million
Profit before taxation	172 1	191 5
Accounting profit before income tax	172 1	191 5
Accounting profit multiplied by the UK standard rate of corporation tax of 24 5% (2011 - 26 5%)	42 2	50 7
Expenses not deductible for tax purposes	1 9	10 0
Utilisation of tax losses and other deductions	(88 6)	(84 7)
Tax losses surrendered at less than the standard rate	-	(5 1)
Decelerated capital allowances	44 5	24 0
Foreign taxes	0 7	-
Movement in deferred tax assets to offset deferred tax liabilities	(2,537 5)	23 3
Total tax (credit)/expense recognised in the group income statement	(2,536 8)	18 2

	2012 £ million	2011 £ million
Deferred tax relating to items credited to equity	(15 4)	-
Deferred tax relating to items credited to other comprehensive income	(26 4)	(23 3)
Tax (credit)/expense in the Group Income Statement	(2,536 8)	18 2
	(2,578 6)	(5 1)

11 Taxation (continued)

(c) Recognised deferred tax

Recognised deferred tax assets less deferred tax liabilities are as follows

	31 December 2012		
	UK £ million	Dual resident £ million	Total £ million
Deferred tax assets			
Net operating losses	346 7	185 9	532 6
Derivative instruments	15 8	-	15 8
Depreciation and amortisation	2,056 6	-	2,056 6
Accrued expenses	47 4	-	47 4
Other	61 3	-	61 3
Pensions	10 7	0 7	11 4
Total deferred tax assets	2,538 5	186 6	2,725 1
Deferred tax liabilities			
Depreciation and amortisation	-	(145 9)	(145 9)
Total deferred tax liabilities	-	(145 9)	(145 9)
Net deferred tax assets less deferred tax liabilities	2,538 5	40 7	2,579 2

There was no deferred tax asset recognised at 31 December 2011

See above for further discussion on recognition of the deferred tax asset

(c) Unrecognised deferred tax

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

	2012 £ million	2011 £ million
Tax losses	38 0	543 0
Capital losses	2,786 0	3,026 0
Depreciation in excess of capital allowances	-	2,113 0
	2,824 0	5,682 0

11 Taxation (continued)

As at 31 December 2012 the UK corporation tax rate was 24% A rate reduction to 23% was substantively enacted under the Finance 2012 with effect from 1 April 2013, and further rate reductions were announced to be introduced in annual decrements to reduce the rate to 20% In addition, changes to the capital allowances regime, 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 2012

12 Intangible assets

(a) Summary of intangible assets

	Goodwill £ million	Customer lists £ million	Total £ million
Cost			
At 1 January 2011	2,079 2	754 6	2,833 8
Amounts written off	-	(754 6)	(754 6)
At 31 December 2011 and 1 January 2012	2,079 2	-	2,079.2
Amounts written off	-	-	-
At 31 December 2012	2,079 2	-	2,079.2
Amortisation			
At 1 January 2011	138 0	636 1	774 1
Disposals	-	-	-
Amortisation charge for the year	-	118 5	118.5
Amounts written off	-	(754 6)	(754 6)
At 31 December 2011 and 1 January 2012	138 0	-	138 0
Amortisation charge for the year	-	-	-
Amounts written off	-	-	-
At 31 December 2012	138 0	-	138 0
Net book value			
At 31 December 2012	1,941 2	-	1,941 2
At 31 December 2011 and 1 January 2012	1,941 2	-	1,941 2
At 1 January 2011	1,941 2	118 5	2,059 7

Amortisation expense is included within administrative expenses in the Group Income Statement

12 Intangible assets (continued)

(b) Impairment of goodwill and intangible assets with indefinite lives

Goodwill is not amortised, but is tested for impairment annually or more frequently if circumstances indicate a possible impairment exists in accordance with IAS 36 *'Impairment of Assets'*

Goodwill is allocated to various Cash Generating Units (CGUs), which are the same as the reportable segments of the group

The Virgin Media group's internal reporting structure and the related financial information is utilised by its CODM to assess the performance of the business At 31 December 2012 there were two operating segments, Consumer and Business, as detailed in note 4

These operating segments represent the lowest level at which the Virgin Media group monitors goodwill for internal management purposes The Consumer and Business CGUs are evaluated for possible impairment as at 1 October each year

At 1 January and 31 December 2011 and 1 January and 31 December 2012 goodwill was allocated as follows

	£ million
Consumer	1,743 2
Business	198 0
Total	1,941 2

Consumer and Business – year ended 31 December 2012

On 5 February 2013, the Virgin Media group entered in to a Merger Agreement with Liberty Global, Inc , or "Liberty Global", pursuant to which Liberty Global will acquire the Virgin Media group in a stock and cash merger valued at approximately $23 3 billion, or £14 8 billion as at 5 February 2013 The Merger Agreement and related transactions were approved by the shareholders of Virgin Media group and Liberty Global on 4 June 2013 and 3 June 2013, respectively

The Directors consider this valuation represents the fair value less costs to sell of the Virgin Media group, and is a relevant valuation of the Consumer and Business CGUs in the Virgin Media Finance PLC group at 31 December 2012, given the Virgin Media Finance PLC group comprises substantially all of the trade and assets of the Virgin Media group The Directors also considered the relative fair value less costs to sell for each of the CGUs in the context of the allocation of the overall valuation of the Virgin Media group

On the basis of the level by which the fair value less costs to sell exceed the carrying value of the units, indications are that the likelihood of the current recoverable amount determination being less than the current carrying amount of the units would be remote, given

- the assets and liabilities making up the units have not changed significantly since the date of the value in use calculation from 2011,
- the substantial margin by which the recoverable amount exceeds the carrying value in the 2011 valuation, and
- the analysis of events that have occurred since the date of the merger announcement

See Note 28 for further information in respect of the Merger of the Virgin Media group and Liberty Global

Assumptions used in discounted cash flow projections for 2011 impairment assessment

In estimating cash flows the group uses operating and financial assumptions in its internal forecasting model, such as projected customer numbers, projected product sales mix and price changes, projected changes in prices paid for purchases of fixed assets and services, as well as projected employee costs Considerable management judgment is necessary to estimate discounted future cash flows and those estimates include inherent uncertainties, including those relating to the timing and amount of future cash flows and the discount rate used in the calculation

12 Intangible assets (continued)

Assumptions used in these cash flow projections are consistent with internal forecasts, which are created to reflect both historical trends and also analysis of anticipated market changes If actual results differ from the assumptions used in the impairment review, additional impairment charges may arise in the future Assumptions made about levels of competition and rates of growth (or decline) in the economy on a longer term basis could impact the valuation to be used in future annual impairment testing

Consumer – year ended 31 December 2011
The recoverable amount of the Consumer CGU at 1 October 2011 was based upon management's assessment of the value in use, derived from discounted cash flows using internal cash flow projections consistent with internal forecasts

The key assumptions to which the value-in-use calculation is most sensitive are the pre-tax discount rate and the long-term growth rate The discounted cash flow was performed using a financial forecast for the period up to 31 December 2014 approved by management, and discounted at a pre-tax rate of 9 28% After that period cash flows were forecast to grow in perpetuity by 1 0%

Business – year ended 31 December 2011
The recoverable amount of the Business CGU at 1 October 2011 was based upon management's assessment of the value in use, derived from discounted cash flows using internal cash flow projections consistent with internal forecasts

The key assumptions to which the value-in-use calculation is most sensitive are the pre-tax discount rate and the long-term growth rate The discounted cash flow was performed using a financial forecast for the period up to 31 December 2014 approved by management, and discounted at a pre-tax rate of 12 71% After that period cash flows were forecast to grow in perpetuity by 2 0%

Management believes that no reasonable possible change in any of the above key assumptions would cause the recoverable amount to be below the carrying value It was concluded as a result of these valuation exercises that no impairment to either the Consumer CGU's goodwill or the Business CGU's goodwill was required for either year ended 31 December 2012 or 2011

13 Property, plant and equipment

	Network £ million	Construction in progress £ million	Other £ million	Total £ million
Cost				
At 1 January 2011	9,209 1	115 8	1,252 2	10,577 1
Additions	4 1	766 7	26 2	797 0
Transfers	632 5	(759 3)	126 8	-
Disposals	(436 9)	-	(118 6)	(555 5)
At 31 December 2011 and 1 January 2012	9,408 8	123 2	1,286 6	10,818 6
Additions	-	880 5	11 0	891 5
Transfers	777 7	(913 6)	135 9	-
Disposals	(515 8)	-	(188 2)	(704 0)
At 31 December 2012	9,670 7	90 1	1,245 3	11,006 1
Depreciation				
At 1 January 2011	4,911 1	-	951 3	5,862 4
Provided during the year	748 3	-	146 3	894 6
Disposals	(422 3)	-	(118 0)	(540 3)
At 31 December 2011 and 1 January 2012	5,237 1	-	979 6	6,216 7
Provided during the year	792 8	-	138 9	931 7
Disposals	(499 1)	-	(184 8)	(683 9)
At 31 December 2012	5,530 8	-	933 7	6,464 5
Net book value				
At 31 December 2012	4,139 9	90 1	311 6	4,541 6
At 31 December 2011 and 1 January 2012	4,171 7	123 2	307 0	4,601 9
At 1 January 2011	4,298 0	115 8	300 9	4,714 7

Assets held under finance leases

Included in the net book value of property, plant and equipment is £242 7 million (2011 - £239 9 million) in respect of assets held under finance leases and similar hire purchase contracts Accumulated depreciation on these assets is £167 1 million (2011 - £151 2 million) and the charge for the year is £76 7 million (2011 - £56 8 million)

Included in 'Other' are the following net book values of freehold and leasehold land and buildings

	2012 £ million	2011 £ million
Freehold	50 7	53 0
Leasehold	34 6	34 8
Leasehold improvements	22 2	29 5
	107 5	117 3

14 Investments

(a) Investments in joint ventures

On 30 September 2011, the group completed the sale to Scripps Network Interactive, Inc ("Scripps") of its equity investment in the UKTV joint ventures which was held through its wholly owned subsidiary Flextech Broadband Limited The aggregate consideration was £349 9 million, which included £98 1 million for Scripps's acquisition of preferred equity, loan stock and other debt After the inclusion of associated fees, this transaction resulted in a loss on disposal of £7 2 million in the Group Income Statement

The share of income, expenses and net profit for the period 1 January 2011 to 30 September 2011 of joint ventures accounted for using the equity method, were as follows

	Period ended 30 September 2011 £ million
Share of the joint ventures' income statements	
Revenue	90 8
Cost of sales	(46 3)
Administrative expenses	(20 0)
Finance costs	-
Profit before tax	24 5
Tax expense	(5 9)
Net profit	18 6

(b) Investments in subsidiaries

Details of the principal investments in which the group holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are detailed in note 33 to the group financial statements

15 Financial assets

	2012 £ million	2011 £ million
Non-current		
Restricted cash	1 9	1 9
Cross-currency interest rate swaps	53 3	128 5
Interest rate swaps	105 9	81 1
	161 1	211 5
Current		
Foreign currency forward rate contracts	-	1 7
Cross-currency interest rate swaps	4 7	7 6
Interest rate swaps	1 4	0 2
	6 1	9 5

16 Trade and other receivables

	2012 £ million	2011 £ million
Non-current		
Prepayments and accrued income	51 2	50 8
	51 2	50 8
Current		
Trade receivables	385 5	389 0
Amounts owed by parent undertakings	933 9	531 8
Prepayments and accrued income	143 7	126 4
Consortium relief due from joint venture investment	-	2 6
	1,463 1	1,049 8

Amounts owed by parent undertakings are unsecured and repayable on demand

Prepayments and accrued income classified as non-current include long term telecommunications contracts falling due after more than one year

Trade receivables are non-interest bearing and are generally on 30-90 day terms and are stated net of provision for non-recoverability The group's trade and other receivables have been reviewed for indicators of impairment and it was concluded that a provision for non-recoverability of £9 0 million (2011 - £10 9 million) was required The carrying value of trade receivables is considered to be a fair approximation of fair value Movements in the provision for impairment of receivables were as follows

	£ million
At 1 January 2011	6 4
Charge for the year	32 6
Utilised	(28 1)
At 31 December 2011	10 9
Charge for the year	30 2
Utilised	(32 1)
At 31 December 2012	9 0

16 Trade and other receivables (continued)

The ageing analysis of trade receivables is as follows

	Total	Neither past due nor impaired	Balances past due			
			<30 days	30 - 60 days	60 - 90 days	>90 days
	£ million	£ million	£ million	£ million	£ million	£ million
31 December 2012	385 5	252 4	64 1	27 4	14 1	27 5
31 December 2011	389 0	276 8	48 7	26 3	10 3	26 9

17 Inventories

	2012 £ million	2011 £ million
Goods for resale	17 5	13 1
	17 5	13 1

18 Cash and short term deposits

	2012 £ million	2011 £ million
Cash at bank and in hand	17 0	39 9
Short-term deposits	178 9	244 0
	195 9	283 9

Cash at bank earns interest at floating rates based on daily bank deposit rates Short-term deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the group, and earn interest at the respective short-term deposit rates The fair value of cash and cash equivalents including overdrawn cash book balances at 31 December 2012 was £195 9 million (2011 - £283 9 million)

19 Trade and other payables

	2012 £ million	2011 £ million
Current		
Trade payables	349 3	304 3
VAT, payroll taxes and social security costs	85 5	88 4
Interest payable to parent and group undertakings	90 9	86 8
Interest payable	62 5	101 4
Amounts owed to group undertakings	114 9	81 8
Accruals and deferred income	630 4	644 5
	1,333 5	1,307 2

Trade payables are non-interest bearing and normally repayable on terms of up to 120 days Trade payables, interest payable and amounts owed to group undertakings are financial liabilities which are excluded from note 20

Amounts owed to group undertakings are unsecured and repayable on demand

19 Trade and other payables (continued)

	2012 £ million	2011 £ million
Non-current		
Other long term creditors	64 1	84 8
	64 1	84 8

20 Financial liabilities

	2012 £ million	2011 £ million
Current		
Current obligations under finance lease and hire purchase contracts (see note 21)	77 1	76 3
Current instalments due on mortgage loan	-	0 3
Loan notes due to parent undertakings	262 0	264 2
Loan notes due to group undertakings	170 8	170 8
Interest rate swaps	2 1	7 5
Cross-currency interest rate swaps	6 0	9 2
	518 0	528 3
Non-current		
Non-current obligations under finance lease and hire purchase contracts (see note 21)	151 9	181 7
Non-current instalments due on mortgage loan	-	0 1
Non-current instalments due on senior credit facility	738 7	734 2
Senior notes	1,803 6	1,694 4
Senior secured notes	2,555 2	2,545 3
Cross-currency interest rate swaps	62 3	45 7
Interest rate swaps	39 6	7 7
	5,351 3	5,209 1
Total financial liabilities	5,869 3	5,737 4

Borrowings at 31 December were repayable as follows

	2012 £ million	2011 £ million
Amounts falling due		
Within one year	432 8	435 3
In more than one year but not more than two years	-	750 1
In more than two years but not more than five years	750 0	994 5
In more than five years	4,406 1	3,301 2
	5,588 9	5,481 1
Less issue costs	(58 6)	(71 8)
Borrowings amounts falling due after more than one year	5,530 3	5,409 3
Financial liabilities not classed as borrowings	339 0	328 1
Total financial liabilities (above)	5,869 3	5,737 4

Financial liabilities not classed as borrowings include obligations under finance leases and hire purchase contracts, interest rate swaps and cross-currency interest rate swaps

Loans not wholly repayable within five years are as follows

20 Financial liabilities (continued)

	2012 £ million	2011 £ million
Senior notes	1,824 4	725 8
Senior secured notes	2,581 7	2,575 4
	4,406 1	3,301 2

Amounts due to parent and fellow group undertakings

Loan notes due to parent and group undertakings are technically payable on demand as they do not include an unconditional right to defer payment and hence have been classified as current in accordance with IAS 1 *'Presentation of Financial Statements'* However, the Directors are of the opinion that, in the ordinary course of business, repayment within such a time scale is unlikely to be required

Senior notes

	2012 £ million	2011 £ million
Senior notes consist of		
U.S. Dollar		
9 50% senior notes due 2016 (principal at maturity $1,350 million)	-	849 2
8 375% senior notes due 2019 (principal at maturity $507 1 million)	309 3	380 6
5 25% senior notes due 2022 (principal at maturity $500 million)	308 9	-
4 875% senior notes due 2022 (principal at maturity $900 million)	555 9	-
	1,174 1	1,229 8
Euro		
9 50% senior loan notes due 2016 (principal at maturity €180 million)	-	145 3
	-	145 3
Sterling		
8 875% senior loan notes due 2019 (principal at maturity £253 5 million)	250 3	345 2
5 125% senior notes due 2022 (principal at maturity £400 million)	400 0	-
	650 3	345 2
Less issue costs	(20 8)	(25 9)
Total Senior notes	1,803 6	1,694 4

In July 2006 Virgin Media Finance PLC issued dollar denominated 9 125% senior notes due 2016, with a principal amount outstanding of $550 million The 9 125% senior notes due 2016 were unsecured senior obligations of Virgin Media Finance PLC and ranked pari passu with Virgin Media Finance PLC's 9 50% senior notes due 2016 and its senior notes due 2019 Interest on the 9 125% senior notes due 2016 was payable on 15 February and 15 August of each year The 9 125% senior notes due 2016 had a maturity date of 15 August 2016 and were guaranteed on a senior basis by Virgin Media Inc , Virgin Media Group LLC, Virgin Media Holdings Inc , Virgin Media (UK) Group, Inc and Virgin Media Communications Limited, and on a senior subordinated basis by Virgin Media Investment Holdings and Virgin Media Investments Limited On 26 July 2011 the 9 125% senior notes due 2016 were redeemed by paying £355 8 million from the group's balance sheet

On 3 June 2009 Virgin Media Finance PLC issued dollar denominated 9 50% senior notes due 2016 with a principal amount outstanding of $750 million and euro denominated 9 50% senior notes due 2016 with a principal amount outstanding of €180 million. These notes were unsecured senior obligations of the company and ranked pari passu with Virgin Media Finance PLC's outstanding senior notes due 2019 Interest was payable semi-annually on 15 February and 15 August each year On 21 July 2009 Virgin Media Finance PLC issued an additional $600 million aggregate principal amount of 9 50% senior notes due 2016 under the same terms as the notes issued on 3 June 2009 On 28 March 2012, $500 million of the principal amount outstanding of the $1,350 million 9 50% senior notes due 2016 were redeemed by paying £361 2 million, using the net proceeds from the issue of the $500 million senior notes due 2022, and cash on the group's balance sheet Over the period 31 October 2012 to 30 November 2012 the remaining $850 million principal amount outstanding of the $1,350 million 9 50% senior notes due 2016 and the €180 million 9 50% senior notes due 2016 were redeemed by paying £751 6 million, using the net proceeds from the issue of the $900 million and £400 million senior notes due 2022, and cash on the group's balance sheet

20 Financial liabilities (continued)

During November 2009 Virgin Media Finance PLC issued $600 million aggregate principal amount of 8 375% senior notes due 2019 and £350 million aggregate principal amount of 8 875% senior notes due 2019 The senior notes due 2019 are unsecured senior obligations and rank pari passu with Virgin Media Finance PLC's outstanding senior notes due 2022 Interest is payable on 15 April and 15 October each year On 9 November 2012, $92 9 million of the principal amount of the $600 million 8 375% senior notes due 2019 and £96 5 million of the principal amount of the £350 million 8 875% senior notes due 2019 were redeemed by paying £179 4 million, using the net proceeds from the issue of the $900 million and £400 million senior notes due 2022, and cash on the group's balance sheet

On 13 March 2012 Virgin Media Finance PLC issued dollar denominated 5 25% senior notes due 2022 with a principal amount outstanding of $500 million The 5 25% senior notes are unsecured senior obligations of the company and rank pari passu with Virgin Media Finance PLC's outstanding senior notes due 2019 and 2022 Interest is payable semi-annually on 15 February and 15 August each year

On 30 October 2012 Virgin Media Finance PLC issued dollar denominated 4 875% senior notes due 2022 with a principal amount outstanding of $900 million, and sterling 5 125% senior notes due 2022 with a principal amount outstanding of £400 million The 4 875% and 5 125% senior notes due 2022 are unsecured senior obligations of the company and rank pari passu with Virgin Media Finance PLC's outstanding senior notes due 2019 and 2022 Interest is payable semi-annually on 15 February and 15 August each year

Virgin Media Inc , the company's ultimate parent company, and all the intermediate parent undertakings of the company, guarantee the senior notes on a senior basis Virgin Media Investment Holdings Limited, referred to as VMIH, a direct wholly-owned subsidiary of the company, guarantees the senior notes on a senior subordinated basis and has no significant assets of its own other than its investments in its subsidiaries The company has given a full and unconditional guarantee of all amounts payable under the terms of the senior credit facility

Senior secured notes

	2012 £ million	2011 £ million
Senior secured notes consist of		
U.S. Dollar		
6 50% senior secured notes due 2018 (principal at maturity $1,000 million)	611 2	635 4
5 25% senior secured notes due 2021 (principal at maturity $500 million)	350 5	353 1
	961 7	988 5
Sterling		
7 00% senior secured loan notes due 2018 (principal at maturity £875 million)	865 9	864 5
5 50% senior secured loan notes due 2021 (principal at maturity £650 million)	754 1	722 4
	1,620 0	1,586 9
Less issue costs	(26 5)	(30 1)
Total Senior secured notes	2,555 2	2,545 3

On 19 January 2010, a wholly owned subsidiary, Virgin Media Secured Finance PLC, issued $1 0 billion aggregate principal amount of 6 50% senior secured notes due 2018 and £875 million aggregate principal amount of 7 00% senior secured notes due 2018 Interest is payable semi-annually on 15 June and 15 December each year, beginning 15 June 2010 The senior secured notes due 2018 rank pari passu with the senior credit facility and, subject to certain exemptions, share in the same guarantees and security which has been granted in favour of the senior credit facility

On 3 March 2011, Virgin Media Secured Finance PLC issued $500 million aggregate principal amount of 5 25% senior secured notes due 2021 and £650 million aggregate principal amount of 5 50% senior secured notes due 2021 Interest is payable on 15 January and 15 July each year, beginning on 15 July 2011 The senior secured notes due 2021 rank pari passu with and, subject to certain exceptions, share in the same guarantees and security which have been granted in favour of the senior credit facility and senior secured notes due 2018

20 Financial liabilities (continued)

Senior credit facility

	2012	2011
The senior credit facility consists of	**£ million**	**£ million**
Sterling	750 0	750 0
	750 0	750 0
Less current portion	-	-
	750 0	750 0
Less issue costs	(11 3)	(15 8)
Senior credit facility due after more than one year	738 7	734 2

The principal amount outstanding under the senior credit facility at 31 December 2012 and 31 December 2011 was £750 0 million The senior credit facility comprises a term facility denominated in pounds sterling of £750 0 million and a revolving facility of £450 0 million

At 31 December 2012, £750 0 million (2011 - £750 million) of the term facility had been drawn and £6 4 million (2011 - £5 8 million) of the revolving credit facility had been utilised for bank guarantees and standby letters of credit

The term credit facility bears interest at LIBOR, plus a margin currently ranging from 1 625% to 2 125% based on leverage ratios The margins on the revolving credit facility range from 1.325% to 2 125% based on leverage ratios Interest is payable at least semi-annually The term credit facility and the revolving credit facility are repayable in full on their maturity date, which is 30 June 2015

The effective interest rate on the senior credit facility was 2 4% and 3 3% as at 31 December 2012 and 2011 respectively

On 15 February 2011, the senior credit facility was amended to increase operational flexibility including, among other things, changing the required level of total net leverage ratio, increasing financial indebtedness baskets, and eliminating certain restrictions on the use of proceeds of secured indebtedness This amendment did not have an impact on the amount of debt included on the Group Balance Sheet, but did serve to modify the amortisation schedule by extending £192 5 million of the 30 June 2014 scheduled amortisation payment to 30 June 2015

In March 2011, the net proceeds from the senior secured notes due 2021 were used to prepay £532 5 million of the Tranche A outstanding under the senior credit facility, thus eliminating scheduled amortisations in 2011 through 2014, and £367 5 million of the Tranche B outstanding under the senior credit facility that were scheduled for payment in 2015, with the remainder being used for general corporate purposes

On 20 May 2011, two new additional facilities under the senior credit facility were entered into, comprising an additional revolving facility with total commitments of £450 0 million, which replaced the previous £250 0 million revolving facility, and an additional term facility with commitments of £750 0 million The new term facility of £750 0 million and £25 0 million of cash was used to repay the loan balance from the previous term loan, which was comprised of a £467 5 million Tranche A and a £307 5 million Tranche B The maturity date of the facilities remains at 30 June 2015 Further changes to senior credit facility to increase operational flexibility were also effected on 27 May 2011

On 12 September 2011 the group borrowed £50 0 million under the revolving facility This was repaid in full on 12 October 2011 On 28 June 2012 the group borrowed a further £100 0 million under the revolving credit facility This was repaid in full on 28 September 2012 On 30 November 2012 the group borrowed a further £75 0 million under the revolving credit facility This was repaid in full on 31 December 2012

20 Financial liabilities (continued)

The company has given a full and unconditional guarantee of all amounts payable under the terms of the senior credit facility In addition the bulk of the facility is secured through guarantees and first priority pledges over the shares and assets of substantially all of the group's operating subsidiaries and of receivables arising under any inter-company loans to those subsidiaries The Virgin Media group is subject to financial maintenance tests under the facility, including a test of interest coverage and leverage ratios applied to the group and certain of its subsidiaries The coverage ratio is defined as consolidated operating cashflow to consolidated total net interest payable and the leverage ratio is consolidated net debt to consolidated operating cashflow Both tests are applied to consolidated financial statements of the ultimate parent company, Virgin Media Inc As of 31 December 2012 the Virgin Media group was in compliance with these covenants

Restrictions
The agreements governing the senior notes and the senior credit facility significantly, and, in some cases, absolutely restrict the group's ability and the ability of most of its subsidiaries to

- incur or guarantee additional indebtedness,
- pay dividends or make other distributions, or redeem or repurchase equity interests or subordinated obligations,
- make investments,
- sell assets, including shares in subsidiaries,
- create liens,
- enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, transfer assets or make intercompany loans,
- merge or consolidate or transfer substantially all of the group's assets, and
- enter into transactions with affiliates

21 Leases and hire purchase contracts

Obligations under finance leases and hire purchase contracts

The group uses finance leases and hire purchase contracts to acquire plant and equipment These leases have terms of renewal but no material purchase options or escalation clauses Renewals are at the option of the lessee Future minimum lease payments under finance leases and hire purchases contracts are as follows

	2012 £ million	2011 £ million
Future minimum payments due		
Not later than one year	87 6	91 8
After one year but not more than five years	132 0	147 5
After five years	152 5	240 8
	372 1	480 1
Less finance charges allocated to future periods	(143 1)	(222 1)
Present value of minimum lease payments	229 0	258 0

The present value of minimum lease payments is analysed as follows

	2012	2011
Amounts falling due		
Not later than one year	77 1	76 3
After one year but not more than five years	113 8	113 9
After five years	38 1	67 8
	229 0	258 0

Operating lease agreements where the group is lessee

Future minimum rentals payable under non-cancellable operating leases are as follows

	Land & buildings		Other	
	2012 £ million	2011 £ million	2012 £ million	2011 £ million
Not later than one year	27 2	35 6	13 1	17 0
After one year but not more than five years	62 8	84 4	29 4	25 6
After five years	40 2	26 4	19 6	22 0
	130 2	146 4	62 1	64 6

The group has entered into commercial leases on certain properties, motor vehicles and items of machinery These leases have varied durations as some can be exited with as little as two months notice whilst the terms of some run indefinitely until notice is served In respect of property leases the Landlord & Tenants Acts provides, under most normal circumstance, automatic rights for the tenant to renew their lease at expiry at the current market rent

22 Provisions

	Redundancy costs £ million	Property & contract exit costs £ million	Waste Electrical and Electronic Equipment £ million	National Insurance £ million	Total £ million
At 31 December 2011 & 1 January 2012					
Current	2 0	2 9	5 0	5 6	15 5
Non-current	-	104 1	44 6	3 8	152 5
	2 0	107 0	49 6	9 4	168 0
Established during the year	0 1	1 8	12 3	12 9	27 1
Used during the year	(2 0)	(4 9)	-	(4 9)	(11 8)
Revisions in cashflow estimates	-	(37 2)	(14 9)	-	(52 1)
Movement in discount rate	-	5 1	2 0	-	7 1
At 31 December 2012	0 1	71 8	49 0	17 4	138 3
Analysed as					
Current	0 1	0 1	3 3	13 4	16 9
Non-current	-	71 7	45 7	4 0	121 4
	0 1	71 8	49 0	17 4	138 3

Redundancy costs
During 2008 the Virgin Media group commenced the implementation of a restructuring plan aimed at driving further improvements in operational performance and eliminating inefficiencies in order to create a fully-integrated, customer focused organisation

Property & contract exit costs
Property and contract exit costs relate primarily to the restructuring plan described above There are a large number of properties to which the provision relates, with a wide range of remaining lease terms The majority of the costs are expected to be incurred over the next 25 years

Waste Electrical & Electronic Equipment (WEEE)
The provision for the asset retirement obligation in respect of WEEE is calculated based on the total equipment purchased, its expected useful economic life and the anticipated cost of disposal Costs in relation to disposal of WEEE are expected to be incurred over the next 5 years

National Insurance
Provision has been made for National Insurance contributions on share options and restricted stock unit grants, which are expected to be exercised The provision has been calculated based on Virgin Media Inc 's closing share price at 31 December 2012 and the exercise price of the options and is being allocated over the date of the award to the date that the employee will become unconditionally entitled to the options, which is expected to be the next 5 years

23 Financial Risk Management Objectives and Policies

The group's principal financial liabilities, other than derivatives, comprise bank loans (senior credit facility), mortgage loans, senior notes, senior secured notes, finance leases, trade payables, hire purchase contracts and loans made to parent and fellow group undertakings With the exception of trade payables the main purpose of the financial liabilities is to raise finance for the Virgin Media group's operations The group has various financial assets such as trade receivables and cash and short-term deposits, which arise directly from its operations

The group is exposed to various market risks, including credit risk, foreign exchange rate risk, liquidity risk and interest rate risk Market risk is the potential loss arising from adverse changes in market rates and prices As some of the group's indebtedness accrues interest at variable rates there is exposure to volatility in future cash flows and earnings associated with variable interest payments

23 Financial Risk Management Objectives and Policies (continued)

Also, substantially all of the group revenues and costs (excluding interest) are earned and paid in pounds sterling, but interest and principal obligations on some indebtedness are in U S dollars and euros As a result the group has exposure to volatility in future cash flows and earnings associated with changes in foreign exchange rates on payments of interest and principal amounts on a portion of its indebtedness

To mitigate the risk from these exposures the group has implemented a cash flow hedging programme The objective is to reduce the volatility of the group's cash flows and earnings caused by changes in underlying rates To achieve this objective the group has entered into a number of derivative financial instruments which comprise interest rate swaps, cross-currency interest rate swaps and foreign currency forward contracts The group has not entered into any derivatives for trading or speculative purposes

The main risks arising from the group's financial liabilities are described below

Interest rate risk
The group is subject to interest rate risk because it has substantial indebtedness at variable rates of interest At 31 December 2012, before taking into account hedging instruments, interest is determined on a variable basis on £750 million (2011 - £750 million) or 14% (2011 - 14%) of indebtedness, relating solely to amounts drawn down on the senior credit facility The group aims to reduce the volatility of its cash flows and earnings as a result of fluctuations in interest rates through the use of derivative financial instruments

Interest rate risk profile of financial assets
The group's financial assets include cash on money market deposit at call, seven day and monthly rates, and amounts owed by parent undertakings charged at variable interest rates

Sensitivity analysis of changes in interest rates
Interest rate risks are presented by way of a sensitivity analysis in accordance with IFRS 7 *'Financial Instruments Disclosures'* These show the effects of changes in market interest rates on interest payments, interest income and expense, other components and, as appropriate, shareholders' equity The interest rate sensitivity analyses are based on the following assumptions

Changes in market interest rates of non-derivative financial instruments with fixed interest rates only affect income if measured at fair value As such, all financial instruments with fixed interest rates that are carried at amortised cost are not subject to interest rate risk as defined by IFRS 7

Changes in market interest rates affect the interest income or expense of non-derivative variable-interest financial instruments, the interest payments of which are not designated as hedged items of cash flow hedges against interest rate risks As a consequence, they are included in the calculation of interest rate sensitivities

Changes in the market interest rate of interest rate derivatives (interest rate swaps and cross-currency interest rate swaps) that are not part of a hedging relationship as set out in IAS 39 *'Financial Instruments Recognition and Measurement'* affect gains or losses on derivatives and are therefore taken into consideration in the calculation of interest rate sensitivities

Foreign currency forward rate contracts are not subject to interest rate risks and therefore do not affect interest rate sensitivities

Based on debt at 31 December 2012, including amounts owed to and due from parent and group undertakings, and taking into consideration hedging instruments, a 0 25% movement in market interest rates would result in an annual increase or decrease in the gross interest expense of £3 1 million (2011 - a 0 25% change would have resulted in a movement of £4 6 million) Movements in gross interest expense would be recognised in finance revenue and finance costs in the Group Income Statement

23 Financial Risk Management Objectives and Policies (continued)

Foreign currency exchange rate risk
The group is also subject to foreign currency exchange risks, because substantially all of its revenues and operating expenses are denominated in pounds sterling, but interest and principal obligations with respect to a portion of its indebtedness is denominated in U S dollars To the extent that the pound declines in value against the U S dollar, the effective cost of servicing U S dollar denominated debt will be higher Changes in the exchange rate result in foreign currency gains or losses

As of 31 December 2012 the group had £2,135 8 million, or 41% of external indebtedness, denominated in U S dollars (see note 20) The group has a programme in place to mitigate the risk of losses arising from adverse changes in foreign currency exchange rates which uses a number of derivative financial instruments When taking into consideration foreign currency forward rate contracts, all external debt is hedged against foreign currency exchange rate risk

For the year ended 31 December 2012 the group had foreign currency losses of £36 7 million (2011 – gains of £2 1 million) The losses for the year ended 31 December 2012 were primarily due to foreign exchange movements between the issuance of the $500m U S dollar denominated senior notes due 2022 on 13 March 2012, and the redemption of $500m of the U S dollar denominated senior notes due 2016 on 28 March 2012

It is the Virgin Media group's policy not to hedge against inter-company debt using derivative financial instruments At 31 December 2012 the group had £94 2 million of euro denominated inter-company liabilities (2011 - £96 3 million) The group also had £908 3 million of U S dollar denominated inter-company receivables (2011 - £522 7 million)

Sensitivity analysis of changes in foreign currency exchange rates
For the presentation of market risks, IFRS 7, *'Financial Instruments Disclosures'* requires sensitivity analysis that shows the effects of hypothetical changes of foreign currency exchange rates of relevant risk variables on profit or loss and shareholders' equity The periodic effects are determined by relating the hypothetical changes in risk variables to the balance of financial instruments at the reporting date It is assumed that the balance at the reporting date is representative of the year as a whole

Currency risks are defined by IFRS 7 as arising on account of financial instruments being denominated in a currency other than the functional currency and being of a monetary nature Relevant risk variables are generally all non-functional currencies in which the group has financial liabilities, excluding amounts due to parent undertakings

The currency sensitivity analysis is based on the following assumptions

Major non-derivative monetary financial instruments (liquid assets, receivables and finance lease liabilities) are directly denominated in the functional currency There are therefore no foreign exchange fluctuations in respect of these instruments which have an effect on profit or loss or shareholders' equity Interest income and expense from financial instruments are also either recorded in the functional currency or transferred to the functional currency using derivatives

The group has a number of derivative instruments with various counterparties to manage its exposure to changes in foreign currency exchange rates Some of these are currency derivatives that are part of an effective cash flow hedge for hedging payment fluctuations resulting from exchange rate movements in accordance with IAS 39 Exchange rate fluctuations of the currencies on which these transactions are based affect the hedging reserve in shareholders' equity and the fair value of these hedging transactions Exchange rate fluctuations, on which the financial instruments are based, affect gains or losses on derivatives in the finance revenue or finance costs lines, respectively, of the Group Income Statement

23 Financial Risk Management Objectives and Policies (continued)

The following table demonstrates the sensitivity to a reasonably possible change in the Sterling against U S dollar and euro exchange rates with all other variables remaining constant, of the group's profit before tax (due to foreign exchange translation of monetary assets and liabilities and the fair value movements on cash flow hedges) and the group's equity (due to changes in the fair value of cash flow hedges)

	Increase/ decrease in Sterling US dollar/Euro rate	Effect on profit/(loss) before tax £ million	Effect on Equity £ million
2012			
Sterling/U S dollar	+20%	356 0	(486 3)
Sterling/U S dollar	-20%	(533 9)	726 5
2011			
Sterling/U S dollar	+20%	369 7	(493 7)
Sterling/U S dollar	-20%	(554 6)	743 4
Sterling/euro	+20%	24 2	(36 8)
Sterling/euro	-20%	(36 3)	55 0

Liquidity risk and capital management

The company is a wholly owned subsidiary and its ultimate parent company is Virgin Media Inc Capital management policies are operated at a Virgin Media group level by the management of Virgin Media Inc The agreements that govern the Virgin Media group's indebtedness set out financial maintenance tests and restrictive covenants, and it is the policy of the Virgin Media group to maintain adequate headroom against these tests and covenants

As of 31 December 2012 the group had £5,326 5 million of external debt (including finance leases and net of deferred finance costs) outstanding, compared to £5,232 3 million as of 31 December 2011 and cash and cash equivalents of £195 9 million compared to £283 9 million at 31 December 2011

The principal amount outstanding under the senior credit facility at 31 December 2012 and 31 December 2011 was £750 0 million The senior credit facility comprises a term facility denominated in pounds sterling of £750 0 million and a revolving facility of £450 0 million At 31 December 2012, £750 0 million (2011 - £750 million) of the term facility had been drawn and £6 4 million (2011 - £5 8 million) of the revolving credit facility had been utilised for bank guarantees and standby letters of credit

The Virgin Media group's business is capital intensive and the Virgin Media group is highly leveraged The Virgin Media group has significant cash requirements for operating costs, capital expenditure and interest expense The level of the Virgin Media group's capital and operating expenditures are affected by significant amounts of capital required to connect customers to the network, expand and upgrade the network and offer new services Cash on hand, together with cash from operations and an undrawn credit facility, are expected to be sufficient for the Virgin Media group's cash requirements through to 30 June 2014 The Virgin Media group has significant scheduled repayments that may need to be financed through means other than reliance on cash flow from operations, such as raising additional debt or equity, refinancing the existing facility, possible sale of assets or other means It may not be possible to obtain financing, or sell assets at all, or on favourable terms, or the terms of the senior credit facility or senior notes may prevent the Virgin Media group from incurring additional indebtedness or selling assets However, significant steps have been taken to defer repayments or make additional prepayments as described below

23 Financial Risk Management Objectives and Policies (continued)

On 13 March 2012 Virgin Media Finance PLC, issued $500 million aggregate principal amount of 5 25% senior notes due 2022 at par The proceeds of $495 5 million, net of fees, were received on 13 March 2012 Interest is payable on 15 February and 15 August each year, beginning on 15 August 2012 The senior notes due 2022 rank pari passu with Virgin Media Finance PLC's outstanding senior notes due 2019 and 2022 On 28 March 2012, the group used the net proceeds from these new senior notes, and cash on its balance sheet, to redeem $500 million of the principal amount of the $1,350 million 9 50% senior notes due 2016 The group recognised a loss on extinguishment of debt of £59 1 million as a result of this redemption, which represented the difference between the consideration paid to redeem $500 million of the 9 50% senior notes due 2016 and the carrying value of those notes, and the write-off of associated deferred finance costs

On 30 October 2012, Virgin Media Finance PLC, issued $900 million aggregate principal amount of 4 875% senior notes due 2022 at par and £400 million aggregate principal amount of 5 125% senior notes due 2022, at par The proceeds of $893 0 million and £396 9 million, net of fees, were received on 30 October 2012 Interest is payable on 15 February and 15 August each year, beginning on 15 February 2013 The senior notes due 2022 rank pari passu with Virgin Media Finance PLC's outstanding senior notes due 2019 and 2022 The group used the net proceeds to redeem in full the outstanding $850 million and €180 million 9 50% senior notes due 2016 and to redeem $92 9 million of the principal amount of the $600 million 8 375% senior notes due 2019 and £96 5 million of the principal amount of the £350 million 8 875% senior notes due 2019 The group recognised a loss on extinguishment of debt of £130 7 million as a result of these redemptions, which represented the difference between the consideration paid to redeem the respective notes and the carrying value of those notes, and the write-off of associated deferred finance costs

As a result of the refinancing steps described above, and in the prior year, the group no longer has any scheduled principal payments on its senior notes and senior credit facility until 2015 However, if the group was unable to meet the prepayment condition or service these obligations through cash flows from operations, then it would need to secure additional funding such as raising additional debt or equity, refinancing the existing facility, selling assets or using other means It may not be possible to obtain financing or sell assets, at all or on favourable terms, or the group may be contractually prevented by the terms of its senior notes or senior credit facility from incurring additional indebtedness or selling assets

23 Financial Risk Management Objectives and Policies (continued)

A maturity analysis of financial liabilities, outstanding at 31 December 2012, showing the remaining contractual undiscounted amounts payable, including interest commitments, is shown below

2012	Less than 1 year £ million	1 to 5 years £ million	Greater than 5 years £ million	Total £ million
Senior credit facility, senior notes, senior secured notes and mortgage loans	279 7	1,798 6	4,746 1	6,824 4
Finance lease and hire purchase contracts	87 6	132 0	152 5	372 1
Derivative contracts	8 1	39 9	62 0	110 0
2011				
Senior credit facility, senior notes, senior secured notes and mortgage loans	331 3	2,969 2	3,706 0	7,006 5
Finance lease and hire purchase contracts	91 8	147 5	240 8	480 1
Derivative contracts	16 7	53 4	-	70 1

The above amounts exclude other financial liabilities, such as trade payables, which are all repayable in less than one year Amounts owed to parent and group undertakings have also been excluded as they are repayable on demand

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation The group's financial instruments that are exposed to concentrations of credit risk consist primarily of cash, trade receivables and derivative contracts

At 31 December 2012, the group had £195 9 million (2011 - £283 9 million) in cash and cash equivalents These cash and cash equivalents are on deposit with a number of major financial institutions and, as part of the Virgin Media group's cash management process, regular evaluations of the credit standing of these institutions are performed using a range of metrics The group has not experienced any losses in cash balances and management do not believe it is exposed to any significant credit risk on its cash balances

Concentrations of credit risk with respect to trade receivables are limited because of the large number of customers and their distribution across a wide geographic area The Virgin Media group performs periodic credit evaluations of its Business customers' financial condition and generally does not require collateral No single group or customer represents greater than 10% of total accounts receivable

Concentrations of credit risk with respect to derivative contracts are focused within a limited number of international financial institutions with which the Virgin Media group transacts and relate only to derivatives with recorded asset balances The Virgin Media group performs regular reviews of the financial institutions with which it transacts as to their credit worthiness and financial condition The group includes a credit risk adjustment based upon the credit default swap spread in the valuation of derivative instruments, however, the group does not expect there to be any significant non-performance risks associated with its counterparties

24 Financial Instruments

Derivative Instruments and Hedging Activities - financial risk management
The company and group have obligations in a combination of U S dollars and sterling at fixed and variable interest rates As a result the group is exposed to variability in its cash flows and earnings resulting from changes in foreign currency exchange rates and interest rates

The group's objective in managing its exposure to interest rate and foreign currency exchange rates is to decrease the volatility of its earnings and cash flows caused by changes in the underlying rates The group has established policies and procedures to govern these exposures and has entered into derivative financial instruments including interest rate swaps, cross-currency interest swaps and foreign currency forward rate contracts It is the group's policy not to hedge against inter-company debt denominated in foreign currencies, however, subsidiaries of Virgin Media Finance PLC hold financial instruments which hedge the foreign currency risk of debt issued by its ultimate parent company Virgin Media Inc It is the group's policy not to enter into derivative financial instruments for speculative trading purposes, nor to enter into derivative financial instruments with a level of complexity or with a risk that is greater than the exposure to be managed The amounts below include amounts relating to short term as well as long term creditors

The fair values of derivative financial instruments recorded in the Group Balance Sheet are shown in notes 15 (Financial assets) and 20 (Financial liabilities)

The fair values of derivative financial instruments recognised in the Group Balance Sheet are as follows

	2012 £ million	2011 £ million
Included within current assets		
Cash flow hedges		
Foreign currency forward rate contracts	-	0 1
Derivatives not designated as hedges		
Foreign currency forward rate contracts	-	1 6
Interest rate swaps	1 4	0 2
Cross-currency interest rate swaps	4 7	7 6
	6 1	9 5
Included within non-current assets		
Cash flow hedges		
Interest rate swaps	105 9	78 0
Cross-currency interest rate swaps	36 3	94 2
Derivatives not designated as hedges		
Interest rate swaps	-	3 1
Cross-currency interest rate swaps	17 0	34 3
	159 2	209 6
Included within current liabilities		
Derivatives not designated as hedges		
Interest rate swaps	2 1	7 5
Cross-currency interest rate swaps	6 0	9 2
	8 1	16 7
Included within non-current liabilities		
Cash flow hedges		
Cross-currency interest rate swaps	62 0	7 3
Derivatives not designated as hedges		
Interest rate swaps	39 6	38 4
Cross-currency interest rate swaps	0 3	7 7
	101 9	53 4

24 Financial Instruments (continued)

Cross-currency interest rate swaps - hedging the principal and interest payments of Senior Notes and senior credit facility

The terms of the group's outstanding cross-currency interest rate swaps, used to mitigate the interest and foreign exchange rate risks relating to the pound sterling value of principal and interest payments on U S dollar denominated senior notes and senior secured notes at 31 December 2012, were as follows

Hedged item	Maturity date of hedge	Hedge type	Notional amount due from counterparty	Notional amount due to counterparty	Weighted average interest rate due from counterparty	Weighted average interest rate due to counterparty
Notional amount due in US dollars			$ million	£ million		
$1 000m senior notes due 2016	November 2016	Not designated	1,000 0	516 9	6 50%	6 91%
$507 1m senior notes due 2019	October 2019	Cash flow	264 3	159 8	8 38%	9 03%
$507 1m senior notes due 2019	October 2011 to October 2019	Cash flow	235 7	142 5	8 38%	9 03%
$1,000m senior secured notes due 2018	January 2018	Cash flow	1,000 0	615 7	6 50%	7 02%
$500m senior secured notes due 2021	January 2021	Fair value	500 0	308 9	5 25%	6 month LIBOR +1 94%
$500m senior notes due 2022	February 2022	Cash flow	500 0	313 6	5 25%	5 80%
$900m senior notes due 2022	February 2022	Cash flow	900 0	560 0	4 88%	5 11%
			4,400 0	2,617 4		
Notional amount due in euros			€ million	£ million		
Other	December 2013	Not designated	43 3	30 8	3 month EURIBOR +2 88%	3 month LIBOR +3 26%
			43 3	30 8		
Notional amount due in pounds sterling			£ million	€ million		
Other	December 2013	Not designated	29 7	43 3	3 month LIBOR +2 90%	3 month EURIBOR +2 88%
			29 7	43 3		

All of the cross-currency interest rate swaps include exchanges of the notional amount at the start and end of the contract except for the contracts maturing in November 2016 hedging the $1,000 million senior notes due 2016

On 29 March 2012, the cross-currency interest rate swaps hedging the $500 million 9 50% senior notes due 2016 were settled, and the group received net cash of £2 3 million The group also entered into new cross-currency interest rate swaps to mitigate the foreign exchange rate risk associated with the $500 million 5 25% senior notes due 2022

Over the period 31 October 2012 to 30 November 2012, the cross-currency interest rate swaps on the $850 million 9 50% senior notes due 2016, the €180 million 9 5% senior notes due 2016, and $100 million of the $600 million principal 8 375% senior notes due 2019 were settled, and the group made net payments of cash of £28 3 million The group also entered into new cross-currency interest rate swaps to mitigate the foreign exchange rate risk associated with the $900 million 4 875% senior notes due 2022

Interest rate swaps - hedging of interest rate sensitive obligations

As of 31 December 2012, the group had outstanding interest rate swap agreements to manage the exposure to variability in future cash flows on the interest payments associated with its senior credit facility which accrues at variable rates based on LIBOR The group has also entered into interest rate swap agreements to manage its exposure to changes in the fair value of certain debt obligations due to interest rate fluctuations The interest rate swaps allow the group to receive or pay interest based on three or six month LIBOR in exchange for payments or receipts of interest at fixed rates

24 Financial Instruments (continued)

The terms of the group's outstanding interest rate swap contracts at 31 December 2012 were as follows

Hedged item	Maturity date of hedge	Hedge type	Notional amount £ million	Weighted average interest rate due from counterparty	Weighted average interest rate due to counterparty
Senior credit facility	July 2012 to December 2015	Not designated	600 0	6 month LIBOR	2 86%
£650m senior secured notes due 2021	January 2021	Fair value	650 0	5 50%	6 month LIBOR +1 84%
Other	March 2013	Not designated	300 0	3 month LIBOR	3 28%
Other	March 2013	Not designated	300 0	1 86%	3 month LIBOR

Foreign Currency Forward Rate Contracts - hedging of committed and forecast transactions
At 31 December 2012 the group had outstanding foreign currency forward rate contracts to purchase U S dollars to hedge committed and forecast purchases The terms of the group's outstanding foreign currency forward rate contracts at 31 December 2012 were follows

Hedged item	Maturity date of hedge	Hedge type	Notional amount due from counterparty $ million	Weighted average interest due from counterparty £ million	Weighted average exchange rate
Committed and forecast purchases	January 2013 to June 2013	Not designated	72 0	44 5	1 6177

Cash flow hedges
For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on derivatives is reported as unrealised gains and losses in the Group Statement of Comprehensive Income and reclassified into earnings in the same period or periods during which the hedged transactions affect earnings

Gains or losses representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognised as gains or losses on derivative instruments in the Group Income Statement in the period in which they occur During the year ended 31 December 2012 no gain or loss relating to ineffectiveness was recognised (2011 – no gain or loss)

The following table presents the effective amount of gain or loss recognised in other comprehensive income and amounts reclassified to earnings during the year ended 31 December 2012

	Total £ million	Interest rate swaps £ million	Cross currency interest rate swaps £ million	Forward foreign exchange contracts £ million	Tax effect £ million
Balance at 31 December 2011	(32 4)	3 3	(25 2)	0 1	(10 6)
Amounts recognised in Statement of Comprehensive Income	(141 9)	-	(141 9)	-	-
Amounts reclassified to earnings impacting					
Foreign exchange losses	85 3	-	85 3	-	-
Interest expense	9 0	-	9 0	-	-
Operating costs	(0 1)	-	-	(0 1)	
	(47 7)	-	(47 6)	(0 1)	-
Tax effect recognised	15 7	-	-	-	15 7
Balance at 31 December 2012	(64 4)	3 3	(72 8)	-	5 1

24 Financial Instruments (continued)

Fair value hedges

For derivative instruments that are designated and qualify as fair value accounting hedges, the gain or loss on derivatives is recognised in profit or loss in the period in which they occur, together with any changes in the fair value of the hedged debt obligations due to changes in the hedged risks

Gains or losses representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognised as gains or losses on derivative instruments in the Group Income Statement in the period in which they occur During the year ended 31 December 2012 the Group recognised an ineffectiveness loss totalling £4 2 million (2011 – gain of £3 7 million)

Fair values of financial assets and liabilities

Set out below is a comparison by category of carrying values and fair values of the group's financial assets and financial liabilities, where different, as at 31 December

	2012 Carrying value £ million	2012 Fair value £ million	2011 Carrying value £ million	2011 Fair value £ million
Senior credit facility	(750 0)	(750 0)	(750 0)	(750 0)
9 50% U S dollar senior notes due 2016	-	-	(849 2)	(966 4)
9 50% euro senior notes due 2016	-	-	(145 3)	(170 1)
8 375% U S dollar senior notes due 2019	(309 3)	(357 6)	(380 6)	(416 9)
8 875% pound sterling senior notes due 2019	(250 3)	(287 7)	(345 2)	(378 9)
5 25% U S dollar senior notes due 2022	(308 9)	(321 9)	-	-
4 875% U S dollar senior notes due 2022	(555 9)	(571 5)	-	-
5 125% sterling senior notes due 2022	(400 0)	(409 0)	-	-
6 50% U S dollar senior secured notes due 2018	(611 2)	(681 6)	(635 4)	(663 5)
7 00% pound sterling senior secured notes due 2018	(865 9)	(945 8)	(864 5)	(923 1)
5 50% pound sterling senior secured notes due 2021	(754 1)	(724 9)	(722 4)	(640 3)
5 25% U S dollar senior secured notes due 2021	(350 5)	(360 5)	(353 1)	(321 8)

The carrying values of amounts not listed above approximate their fair values

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 Unadjusted quoted prices in active markets for similar assets or liabilities, or
Unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or
Inputs other than quoted prices that are observable for the asset or liability
Level 3 Unobservable inputs for the asset or liability

The group endeavours to utilise the best available information in measuring fair value Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement The group has determined that all of its financial assets and liabilities that are stated at fair value fall in levels 1 and 2 in the fair value hierarchy described above

24 Financial Instruments (continued)

As at 31 December 2012, the fair value of the financial instruments held by the group is as follows

	Level 1 £ million	Level 2 £ million	Level 3 £ million	Total £ million
Financial assets at fair value				
Cash, short term deposits and restricted cash	197 8	-	-	197 8
Cross-currency interest rate swaps	-	58 0	-	58 0
Interest rate swaps	-	107 3	-	107 3
	197 8	165 3	-	363 1
Financial liabilities at fair value				
Senior Notes	1,947 8	-	-	1,947 8
Senior Secured Notes	2,712 8	-	-	2,712 8
Cross-currency interest rate swaps	-	68 3	-	68 3
Interest rate swaps	-	41 7	-	41 7
	4,660 6	110 0	-	4,770 6

In estimating the fair value of other financial instruments, the group used the following methods and assumptions

Cash and short term deposits, and restricted cash The carrying amounts reported in the Group Balance Sheet approximate fair value due to the short maturity and nature of these financial instruments

Derivative financial instruments As a result of the group's financing activities, it is exposed to market risks from changes in interest and foreign currency exchange rates, which may adversely affect its operating results and financial position When deemed appropriate, the group minimises risks from interest and foreign currency exchange rate fluctuations through the use of derivative financial instruments The foreign currency forward rate contracts, interest rate swaps and cross-currency interest rate swaps are valued using broker quotations, or market transactions in either the listed or over-the counter markets, adjusted for non-performance risk As such, these derivative instruments are classified within level 2 of the fair value hierarchy The carrying amounts of the group's derivative financial instruments are disclosed above

Senior Notes and Senior Secured Notes The fair values of the senior notes and senior secured notes in the above table are based on the quoted market prices in active markets for the underlying third party debt and incorporates non-performance risk Accordingly, the inputs used to value the senior notes and senior secured notes are classified within level 1 of the fair value hierarchy

The carrying values of the $500 million 5 25% and £650 million 5 50% senior secured notes due 2021 include increases of £42 9 million and £109 1 million, respectively, at 31 December 2012, and increases of £45 7 million and £77 9 million, respectively, at 31 December 2011, as a result of the group's application of fair value hedge accounting to these instruments

During the year, there were no transfers between level 1 and level 2 fair value measurements, and no transfers into or out of the level 3 fair value measurements

25 Authorised and issued share capital

	2012 £'000	2011 £'000
Authorised		
5,000,000 ordinary shares of £1 each	5,000	5,000
Allotted, called up and fully paid		
92,456 ordinary shares of £1 each	92	92

26 Share-based payments

The company is an indirect, wholly-owned subsidiary of Virgin Media Inc Consequently, the company has no share-based compensation plans The group's directors and certain of its employees participate in the share-based compensation plans of Virgin Media Inc , as summarised below

Virgin Media Stock Incentive Plans
The Virgin Media Stock Incentive Plans are intended to encourage Virgin Media Inc share ownership by employees and directors so that they may acquire or increase their proprietary interest in the Virgin Media group, and to encourage such employees and directors to remain in the group's employ or service and to put forth maximum efforts for the success of the business To accomplish such purposes, the plans provide that Virgin Media Inc may grant incentive share options, non-qualified share options, shares of restricted stock, restricted stock units, performance shares and share awards

Virgin Media Sharesave Plan
The Virgin Media Sharesave Plan is a broad based share option arrangement which enables eligible employees to receive options to purchase shares of Virgin Media Inc 's common shares at a discount Employees are invited to take out savings contracts that last for three, five or seven years At the end of the contract employees use the proceeds of these savings to exercise options granted under the plan

Stock option grants
All options have a 10 year term and vest and become fully exercisable within 5 years of continued employment The group accounts for the Virgin Media Stock Incentive Plan under the fair value recognition provisions of IFRS 2 – *"Share-based Payment"*

The fair value for these options was estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions

Year ended 31 December	2012	2011
Risk-free Interest Rate	0 73%	1 81%
Expected Dividend Yield	0 66%	0 63%
Expected Volatility	49 96%	58 10%
Expected Lives of Options (years)	4 7	5 3

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur The expected volatility reflects the assumption that the historical realised volatility of the ultimate parent company's shares, matched to the expected life of the option, is indicative of future trends, which may not necessarily be the actual outcome

A summary of the activity and related information of the Virgin Media share option grants relating to employees of the group, outstanding as of 31 December 2012, pursuant to the share incentive plans and the Virgin Media Sharesave Plan, and of the changes during the year ended 31 December 2012 is given below

Share options 2012

	Share Incentive Plans	*Virgin Media Sharesave Plan*	*Total*	*Weighted Average Exercise Price*
Outstanding - 1 January 2012	10,064,470	2,667,510	12,731,980	$16 43
Granted in year	1,441,434	-	1,441,434	$24 36
Exercised	(2,190,367)	(872,429)	(3,062,796)	$13 77
Expired	(5,239)	(162,275)	(167,514)	$17 79
Forfeited	(653,602)	(40,704)	(694,306)	$20 89
Outstanding - 31 December 2012	8,656,696	1,592,102	10,248,798	$18 33
Exercisable at end of the year	3,820,333	29,290	3,849,623	$18 14

26 Share-based payments (continued)

A summary of the Virgin Media share option grants outstanding relating to employees of the group as of 31 December 2011, pursuant to the share incentive plans and the Virgin Media Sharesave Plan, and of the changes during the year ended 31 December 2011 is given below

Share options 2011

	Share Incentive Plans	*Virgin Media Sharesave Plan*	*Total*	*Weighted Average Exercise Price*
Outstanding - 1 January 2011	13,429,280	3,201,115	16,630,395	\$14 67
Granted in year	1,658,843	1,176,735	2,835,578	\$23 04
Exercised	(3,351,686)	(1,472,728)	(4,824,414)	\$14 51
Expired	(221,003)	(65,847)	(286,850)	\$21 44
Forfeited	(1,450,964)	(171,765)	(1,622,729)	\$14 72
Outstanding - 31 December 2011	10,064,470	2,667,510	12,731,980	\$16 43
Exercisable at end of the year	3,735,200	-	3,735,200	\$18 70

The options exercisable at 31 December 2012 had a weighted average remaining contractual term of 5 07 years (2011 – 5 68 years) and the options outstanding at the year end had a weighted average remaining term of 6 71 years (2011 – 5 07 years)

The weighted average share price at the date of exercise for the options exercised in 2012 was \$27 28 (2011 - \$28 17)

The weighted average fair value of options granted during the year ended 31 December 2012 was \$9 71 (2011 - \$10 39) The range of exercise prices for options outstanding at 31 December 2012 was \$3 98 to \$30 64 (2011 - \$0 02 to \$30 64)

For performance based option grants the performance objectives are set by the Compensation Committee of the Board of Directors of Virgin Media Inc based upon quantitative and qualitative objectives, including earnings and stock price performance, amongst others These objectives may be absolute or relative to prior performance or to the performance of other entities, indices or benchmarks and may be expressed in terms of progression within a specific range

Restricted stock grants

	2012		2011	
	Shares	*Weighted Average Grant Date Fair Value*	*Shares*	*Weighted Average Grant Date Fair Value*
Non vested - beginning of year	312,500	\$10 71	437,500	\$11 57
Granted	-	-	-	-
Vested	(303,050)	\$10 72	(114,596)	\$13 66
Forfeited	(9,450)	\$10 30	(10,404)	\$14 28
Non vested at end of the year	-	-	312,500	\$10 71

Restricted stock grants are issued with certain restrictions attached, which can be either service-based or performance related For performance related restricted stock grants the performance objectives are set by the Compensation Committee of the Board of Directors of Virgin Media Inc based upon quantitative and qualitative objectives, including earnings and stock price performance, amongst others These objectives may be absolute or relative to prior performance or to the performance of other entities, indices or benchmarks and may be expressed in terms of progression within a specific range The fair value for restricted stock grants is determined using the share price at the date of grant At 31 December 2012, there were no non-vested shares of restricted stock

26 Share-based payments (continued)

Restricted stock unit grants

	2012		2011	
	Perfomance Shares	*Weighted Average Grant Date Fair Value*	*Perfomance Shares*	*Weighted Average Grant Date Fair Value*
Non vested - beginning of year	4,078,675	$14 96	5,179,451	$12 29
Granted	1,522,494	$24 45	1,570,471	$20 27
Vested	(1,015,523)	$9 10	(974,239)	$12 16
Forfeited	(395,478)	$18 16	(1,697,008)	$13 34
Non vested at end of the year	4,190,168	$19 53	4,078,675	$14 96

Participants in the Virgin Media group's long term incentive plans are awarded restricted stock units or performance shares which vest after a three year period dependent on the achievement of certain long term performance targets and continued employment The final number of restricted stock units vesting will be settled, at the Compensation Committee's discretion, in either shares in the ultimate parent company or an amount of cash equivalent to the fair market value at the date of vesting

In 2010, the Compensation Committee introduced a relative stock performance measure to the stock incentive plan The vesting of a proportion of restricted stock units under the 2010-2012, 2011-2013 and 2012-2014 long term incentive plans are subject to a relative Total Shareholder Value ("TSV") performance measure The measure is based on a comparison of Virgin Media Inc 's stock price growth with that of a comparator group of organisations selected by the Compensation Committee

The fair values of the restricted stock units containing a market condition were estimated at the date of grant using the Monte Carlo simulation model with the following assumptions

Year ended 31 December	**2012**	**2011**
Risk-free Interest Rate	0 312% - 2 082%	0 93% - 2 54%
Expected Dividend Yield	0 66%	0 64%
Expected Volatility of Virgin Media Inc shares	39 36%	69 58%
Expected Volatility of Selected Comparator Group Shares	17 11% - 44 74%	25 85% - 59 67%
Expected Lives (years)	2 93	2 93

The expected life of the restricted stock units is based on the stated performance period Actual historical changes in the market values of the ultimate parent company's shares and those of selected comparator group stocks are used to calculate the expected volatility assumption.

The restricted stock units that vested during the year had a total fair value of £16 1 million (2011 - £16 3 million)

Total expense
The expense relating to the payment of share-based compensation of the group's directors and its employees is £17 7 million (2011 - £20 0 million)

27 Reserves

Equity share capital
The balance classified as share capital represents the nominal value on issue of the company's equity share capital, comprising £1 ordinary shares

Share premium
Share premium represents the amount of consideration received for the company's equity share capital in excess of the nominal value of shares issued

Other capital reserves comprising merger reserve and capital contributions
The results of subsidiary undertakings acquired through group reorganisations have given rise to the requirement to make adjustments on consolidation in the merger reserve The movement in this reserve in both 2012 and 2011 arose on the deferred and initial consideration, respectively, following the group's acquisition of the non-controlling interest in a subsidiary undertaking

Unrealised gains and losses
This reserve records the portion of gain or loss on hedging instruments that are determined to be effective hedges

28 Post balance sheet events

Merger agreement with Liberty Global, Inc.

On 5 February 2013, the Virgin Media group entered in to a Merger Agreement with Liberty Global, Inc , or Liberty Global, and certain of its direct or indirect wholly-owned subsidiaries, or the Merger Subsidiaries Under the terms of the Merger Agreement, the Virgin Media group have agreed, through a series of intermediate steps and transactions, to be acquired by Liberty Global and merge into one of the Merger Subsidiaries If consummated, the merger will result in both Liberty Global and Virgin Media becoming directly owned by a new UK public limited company, or the Ultimate Parent, listed on NASDAQ, the common stock of which will in turn be held by Liberty Global and Virgin Media Shareholders The Virgin Media group will continue to operate under the Virgin Media brand in the UK

On 15 April 2013, the merger was granted unconditional European Union, or EU, regulatory approval to proceed The consummation of the merger is still subject to the affirmative approval of Virgin Media Inc 's shareholders and those of Liberty Global, and other customary closing conditions The shareholder meetings for the Virgin Media group and Liberty Global to consider and vote to approve the Merger Agreement and related transactions occurred on 4 June 2013 and 3 June 2013, respectively, and shareholder approval has been granted

Under the Merger Agreement, the Virgin Media group has agreed to use its reasonable best efforts to carry on its business consistent with past practice and preserve intact the business organisation and commercial goodwill from the date of the Merger Agreement until either the merger is consummated or the Merger Agreement is terminated In addition, during this period the Virgin Media group has undertaken covenants that place certain restrictions on the Virgin Media group, and its subsidiaries', ability to, among other things, dispose of material properties or assets, make unbudgeted capital expenditures, acquire substantial assets, make substantial investments, increase the salary of certain of its employees or directors, pay certain bonuses or incentive compensation, grant new equity or non-equity based compensation awards, hire new employees, redeem common stock or other equity interests, declare or pay dividends or make other distributions in respect of its capital stock, other than a quarterly dividend of up to $0 04 per share, incur or otherwise become liable for material indebtedness, enter into certain transactions with related parties or enter into new material contracts, in each case, other than in the ordinary course of business, pursuant to certain exceptions and baskets set forth in the Merger Agreement or unless Liberty Global consents in writing to the taking of any such action If the Virgin Media group fails to comply with these restrictions in all material respects, unless waived by Liberty Global, the Merger Agreement could be terminated or the merger not consummated

28 Post balance sheet events (continued)

On 15 April 2013, the merger was granted unconditional European Union, or EU, regulatory approval to proceed In addition, the shareholders for the Virgin Media group and Liberty Global approved the Merger Agreement and related transactions on 4 June 2013 and 3 June 2013, respectively The consummation of the merger is still subject to other customary closing conditions For example, the Merger Agreement will terminate if, prior to the consummation of the merger, the Virgin Media group enters into an acquisition agreement with respect to a superior proposal and pay an applicable termination fee of up to $370 million, or if the merger is not consummated on or prior to 5 October 2013, which is the eight month anniversary of the date of signature of the Merger Agreement, or 5 January 2014 if extended for certain reasons to the eleven month anniversary The Merger Agreement also includes certain other events of termination and certain other termination fee and expense provisions As set out in the Merger Agreement, the effective date of the Merger is three days following shareholder approval (or 7 June 2013), unless otherwise agreed by the parties Merger consideration is expected to be transferred on 7 June 2013, following which control will be considered to have passed

At the effective time of the merger, pursuant to the Merger Agreement, each share of Virgin Media Inc 's common stock issued and outstanding immediately prior to the effective time (excluding shares held by itself or its subsidiaries in treasury and dissenting shares in accordance with Delaware law) will be converted into the right to receive (i) 0 2582 Series A shares of the Ultimate Parent, (ii) 0 1928 Series C shares of the Ultimate Parent and (iii) $17 50 per share in cash Based on Virgin Media Inc 's fully-diluted shares outstanding of 335 million as of 31 December 2012, the Virgin Media group expects that its shareholders will own approximately 36% of the shares outstanding of the Ultimate Parent and have approximately 26% of the voting rights

The Virgin Media group expects that Liberty Global will finance a portion of the merger consideration from its own cash reserves and by raising bank debt and accessing the capital markets, which, if the merger is consummated, will, together with debt raised to replace certain of the Virgin Media group's existing facilities, be assumed by the Virgin Media group and result in an increase to its overall level of debt

Financing implications of the Merger on the group's existing debt

Consummation of the merger would represent a change of control event under the terms of the relevant indentures of all of the senior secured notes and senior notes issued by Virgin Media Finance PLC, or VMF and the group's wholly owned subsidiary Virgin Media Secured Finance PLC, or VMSF, and obligate the Virgin Media group to offer the noteholders the right to put their notes back to it at 101% of the principal amount plus accrued interest At the request of Liberty Global, on 6 February 2013, VMSF and VMF commenced consent solicitations in respect of some of these notes for the noteholders to preemptively waive this obligation and to seek consents to effect certain other proposed amendments in relation to the merger Holders of the Virgin Media group's dollar-denominated 6 50% senior secured notes due 2018, sterling-denominated 7 00% senior secured notes due 2018, dollar-denominated 8 375% senior notes due 2019 and sterling-denominated 8 875% senior notes due 2019 granted consent to preemptively waive this obligation Holders of the Virgin Media group's dollar-denominated 5 25% senior secured notes due 2021 and sterling-denominated 5 50% senior secured notes due 2021, collectively the 2021 Notes, did not grant consent to preemptively waive this obligation and therefore the Virgin Media group will be required to make an offer to repurchase these notes within 30 days of the consummation of the merger

The Virgin Media group have not solicited consents in relation to its dollar-denominated 5 25% senior notes due 2022, its dollar-denominated 4 875% senior notes due 2022 and its sterling-denominated 5 125% senior notes due 2022, collectively the 2022 Notes, and will be required to make an offer to repurchase these notes within 30 days of the consummation of the merger

The indentures governing the notes issued by VMF and VMSF permit the issuer to launch change of control offers in anticipation of a change of control event Therefore, on 3 May 2013, the Virgin Media group launched to holders a notice of change of control and offer to purchase its 2021 and 2022 Notes, which will remain open until 11 59 p m New York City time on 7 June 2013, unless the offer is extended or terminated

29 Capital commitments

	2012 £ million	2011 £ million
Amounts contracted for but not provided in the accounts	148 5	162 5

30 Contingent liabilities

The group's revenue generating activities are subject to Value Added Tax (VAT) The group's VAT treatment of certain other revenue generating activities remains subject to challenge by the UK tax authorities As a result, the group has estimated contingent losses totalling £31 9 million as of 31 December 2012 (2011 - £27 5 million) that are not accrued for, as the group did not deem them probable of resulting in a liability The group currently expects an initial hearing on these matters to take place during the second half of 2013 or early 2014

31 Pension and other post-retirement benefits

Defined contribution plans

The group contributes to the Virgin Media sponsored group personal pension plans of eligible employees Contributions are charged to the Group Income Statement as they become payable, in accordance with the rules of the plans

Contributions to the defined contribution plans during the period were £13 7 million (2011 - £13 6 million) The amount of outstanding contributions at 31 December 2012 included within creditors amounts falling due within one year was £2 3 million (2011 - £2 3 million)

Defined benefit plans

The group recognises any actuarial gains and losses in each period in the Group Statement of Comprehensive Income

The group operates two plans which are defined benefit plans that pay out pensions at retirement based on services and final pay

- **ntl 1999 Pension Plan**

A subsidiary, Virgin Media Limited, operates a funded pension plan providing defined benefits ("ntl 1999 Pension Plan") The plan has never been opened to new entrants except when the plan began and subsequently on 31 May 2007, on both occasions new members were transferred from other existing plans The assets of the plan are held separately from those of the company, being invested in units of exempt unit trusts The plan is funded by the payment of contributions to separately administered trust funds The pension costs are determined with the advice of independent qualified actuaries on the basis of triennial valuations using the projected unit credit method with a control period

- **ntl Pension Plan**

A subsidiary, Virgin Media Limited, operates a funded pension plan providing defined benefits ("ntl Pension Plan") The pension plan was closed to new entrants as of 6 April 1998 The assets of the plan are held separately from those of the company, in an independently administered trust The plan is funded by the payment of contributions to this separately administered trust The pension costs are determined with the advice of independent qualified actuaries on the basis of triennial valuations using the projected unit credit method

The plans' assets are measured at fair value The plans' liabilities are measured using the projected unit method and discounted at the current rate of return on a high quality corporate bond As closed plans, under the projected unit method the current service cost will increase as the members of the plan approach retirement

31 Pension and other post-retirement benefits (continued)

Changes in the present value of the Defined Benefit Obligation are as follows

	2012 £ million	2011 £ million
Defined benefit obligation at start of year	424 6	390 1
Current service cost	1 8	1 7
Past service credit	-	(3 0)
Interest cost	20 1	21 2
Experience (gains)/losses	(24 8)	4 1
Impact of changes in financial assumptions	24 2	23 3
Employee contributions	0 3	0 3
Benefits paid	(15 1)	(13 1)
Defined benefit obligation at end of year	431 1	424 6

Changes in the fair value of plan assets are as follows

	£ million	£ million
Fair value of the plan assets at start of year	381 0	351 1
Expected return on assets	18 8	21 9
Actual less expected return on assets	(18 1)	3 2
Employer contributions	17 7	17 6
Employee contributions	0 3	0 3
Benefits paid	(15 1)	(13 1)
Fair value of plan assets at end of year	384 6	381 0

The amounts recognised in the Group Balance Sheet, for the current and previous four periods are as follows

	2012 £ million	2011 £ million	2010 £ million	2009 £ million	2008 £ million
Present value of funded defined benefit obligations	(431 1)	(424 6)	(390 1)	(377 7)	(307 8)
Fair value of plan assets	384 6	381 0	351 1	306 2	273 9
Deficit in plan	(46 5)	(43 6)	(39 0)	(71 5)	(33 9)
Experience gains/(losses) on plan liabilities	24 8	(4 1)	5 8	(5 7)	12 3
Experience (losses)/gains on plan assets	(18 1)	3 2	21 4	18 2	(67 7)

31 Pension and other post-retirement benefits (continued)

The amounts recognised in the Group Income Statement for the year are as follows

	2012 £ million	2011 £ million
Charged to operating profit		
Current service cost	1 8	1 7
Past service credit	-	(3 0)
Total recognised in arriving at operating profit (note 5)	1 8	(1 3)
Charged/(credited) to net finance expense		
Expected return on pension plan assets	(18 8)	(21 9)
Interest on pension plan liabilities	20 0	21 2
Total net finance cost/(income)	1 2	(0 7)
Taken to the Group Statement of Comprehensive Income:		
Experience losses/(gains) on plan assets	18 1	(3 2)
Experience (gains)/losses on plan liabilities	(24 8)	4 1
Changes in assumptions underlying the present value of the plan liabilities	24 2	23 3
Actuarial losses recognised in the Group Statement of Comprehensive Income	17 5	24 2

The group expects to contribute £17 0 million to the Pension Plans in 2013

The cumulative amount of actuarial gains and losses, net of tax, recognised since 1 January 2004 in the Group Statement of Comprehensive Income is £105 3 million (2011 - £87 8 million) The directors are unable to determine how much of the pension scheme deficit recognised on transition to IFRS and taken directly to equity of £76 4 million in the group is attributable to actuarial gains and losses since inception of those pension schemes Consequently, the directors are unable to determine the amount of actuarial gains and losses that would have been recognised in the Group Statement of Comprehensive Income before 1 January 2004

31 Pension and other post-retirement benefits (continued)

Principal actuarial assumptions are as follows

	2012	2011
Discount rate	4 40%	4 80%
Annualised expected return on plan assets for the year	5 45%	4 91%
Rate of salary increases	3 30%	3 50%
Rate of pension increases	3 43%	3 52%
Rate of inflation	1 80%	2 00%
Life expectancy for		
Male aged 45	88 6	88 4
Male aged 65	87 3	86 4
Female aged 45	91 0	91 0
Female aged 65	89 4	89 1

Where investments are held in bonds and cash, the expected long term rate of return is taken to be the yields generally prevailing on such assets at the balance sheet date A higher rate of return is expected on equity investments, which is based more on realistic future expectations than on the returns that have been available historically The overall expected long term rate of return on assets is then the average of these rates taking into account the underlying asset portfolio of the pension plans

Our pension plan weighted-average asset allocations by asset category and by fair value hierarchy level at 31 December 2012 and 2011 were as follows

2012

	Long term rate of return	Level 1 £ million	Level 2 £ million	Level 3 £ million	Total £ million
Equities	6 90%	168 4	-	-	168 4
Property	6 40%	2 6	-	2 6	5 2
Government bonds	2 90%	19 5	-	-	19 5
Corporate bonds	4 40%	81 2	-	-	81 2
Hedge funds	6 40%	-	9 1	-	9 1
Insurance policy (buy-in)	4 40%	-	-	90 6	90 6
Cash and other	2 90%	10 6	-	-	10 6
Total market value of assets		282 3	9 1	93 2	384 6
Present value of plan liabilities					(431 1)
Net pension liability					(46 5)

31 Pension and other post-retirement benefits (continued)

2011

	Long term rate of return	Level 1 £ million	Level 2 £ million	Level 3 £ million	Total £ million
Equities	6 80%	125 4	-	-	125 4
Property	6 30%	4 7	1 9	-	6 6
Government bonds	3 00%	142 7	-	-	142 7
Corporate bonds	4 80%	75 0	-	-	75 0
Hedge funds	6 50%	-	27 0	-	27 0
Cash and other	3 00%	4 3	-	-	4 3
Total market value of assets		352 1	28 9	-	381 0
Present value of plan liabilities					(424 6)
Net pension liability					(43 6)

During the fourth quarter of 2012, the trustees of one of the group's defined benefit plans purchased an insurance contract that will pay an income stream to the plan which is expected to match all future cash outflows in respect of certain liabilities The fair value of this insurance contract is presented as an asset of the plan and is measured based on the future cash flows to be received under the contract discounted using the same discount rate used to measure the associated liabilities

The benefits expected to be paid out of the pension plans in total are set out below for each of the next five years and the following five years in aggregate The benefits expected to be paid are based on the same assumptions used to measure the benefit obligation at 31 December 2012 and include estimated future employee services

	£ million
2013	15 6
2014	16 6
2015	17 6
2016	18 7
2017	19 8
Years 2018 - 2022	119 9
Weighted average duration of the defined benefit obligation	18 6 years

32 Related party transactions

During the year the group entered into transactions, in the ordinary course of business, with other related parties Transactions entered into during the year, and trading balances outstanding at 31 December with other related parties, are as follows

Note 33

Related party	Services rendered to related party £ million	Services rendered by related party £ million	Interest charged to related party £ million	Interest charged by related party £ million	Amounts owed by related party £ million	Amounts owed to related party £ million
Parent undertakings						
2012	5 6	-	54 7	-	884 0	-
2011	5 5	-	9 4	-	480 5	-
Other entities with significant influence over the group						
2012	-	-	0 7	(4 8)	49 9	(353 0)
2011	-	-	2 5	(8 0)	51 3	(351 0)
Fellow subsidiary undertakings						
2012	52 3	-	0 7	(10 9)	-	(285 2)
2011	49 0	-	1 3	(11 5)	-	(252 6)
Joint ventures						
2012	-	-	-	-	-	-
2011	0 3	(24 7)	5 4	-	-	-

Parent undertakings
The group's ultimate parent company Virgin Media Inc has been indebted to the group, which receives interest income according to the terms of each loan agreement The group recharges the ultimate parent company for certain costs directly attributed to the operations of that company including allocable payroll and related expenses

Entities with significant influence over the group
Virgin Media Holdings Inc , a company with significant influence over the group has been indebted to the group, which receives interest income according to the terms of each loan agreement The group has been indebted to VM Sundial Limited, an entity with significant influence over the group, incurring interest charges according to the terms of each loan arrangement

Fellow subsidiary undertakings
The net recovery of debts by Virgin Media Limited relating to the customers of fellow subsidiary undertakings, namely ntl Kirklees and ntl Glasgow, through centralised debt collection and treasury operations, generates trading balances which are offset by operating expenses and capital purchases that are also recharged by Virgin Media Limited Virgin Media Limited is an indirect subsidiary of the company whilst ntl Kirklees and ntl Glasgow are both outside the group headed by the company

Joint venture
UKTV was a related party of the group, as the group owned 50% of the voting rights until 30 September 2011, when the sale of UKTV was completed The group billed overheads and costs incurred to UKTV in the year to 31 December 2011 of £0 3 million The group had made a loan to UKTV and purchased redeemable preference shares in UKTV Interest charged on this loan and preference dividends received was £5 4 million in the year to 31 December 2011 Dividends on ordinary shares received from UKTV for the year ended 31 December 2011 totalled £17 5

In the normal course of its business the group purchases programming from UKTV on normal commercial terms Purchases for the year ended 31 December 2011 by the group totalled £24 7 million At 31 December 2011 the group did not owe UKTV an amount in relation to these purchases

32 Related party transactions (continued)

Pension schemes
The assets of all the Virgin Media sponsored pension schemes are held separately from those of the group For details see note 31 The group pays the actuarial and audit fees on behalf of each of the defined benefit schemes

Terms and conditions of transactions with related parties
The terms of the loans payable to parent undertakings are as outlined in note 20 Certain expenses are specifically attributable to each company in the group Where costs are incurred by Virgin Media Limited on behalf of other group companies, expenses are allocated to the other group companies on a basis that, in the opinion of the directors, is reasonable

Virgin Group Companies
Virgin Entertainment Investment Holdings Limited (VEIH) became a holder of Virgin Media Inc 's common stock on 4 July 2006 as a result of Virgin Media Inc 's acquisition of Virgin Mobile on that date As of 31 December 2012 VEIH, which is indirectly owned by trusts whose principal beneficiaries are Sir Richard Branson and members of his family, owned 2 5% (2011 – 2 3%) of Virgin Media Inc 's common stock The group has entered into various transactions described below, in which affiliates of VEIH had a material interest, whether direct or indirect

(a) Trademark Licence Agreement with Virgin Enterprises Limited
On 3 April 2006, Virgin Media Inc entered into a trademark license agreement with Virgin Enterprises Limited (VEL) under which it is entitled to use certain Virgin trademarks within the United Kingdom and Ireland The licence entitles the group to use the 'Virgin' name for the TV, broadband internet, telephone and mobile phone services provided to residential customers, as well as the acquisition and branding of sports, movies and other premium television content and the sale of communications equipment, such as set top boxes and cable modems The agreement provides for a royalty of 0 25% per annum of Virgin Media Inc 's revenue from the relevant businesses, subject to a minimum annual royalty of £8 5 million The agreement has a term of 30 years It can be terminated by Virgin Media after 10 years on one year's notice, and it is subject to earlier termination by the group in certain other circumstances, including (subject to specified payments) upon a change of control During the year ended 31 December 2012, the group incurred royalties owed to VEL of £8 5 million (2011 - £8 5 million) under this licence agreement, of which £4 25 million (2011 - £4 25 million) was payable at the year end

On 16 December 2009 the group entered into a trademark licence agreement with VEL, with effect from 11 February 2010, to use the 'Virgin' name for its ntl Telewest Business division, which was rebranded 'Virgin Media Business' The agreement provides for an annual royalty of 0 25% per annum of revenue from the business division, subject to a minimum annual royalty of £1 5 million During the year ended 31 December 2012, the group incurred royalties of £1 7 million (2011 - £1 6 million) under this licence agreement, of which £885,000 (2011 - £771,000) was payable at the year end

(b) Service agreement with Virgin Group Investments Limited
The group also has an agreement with Virgin Group Investments Limited, Sir Richard Branson's employer, and Virgin Management Limited, relating to personal public appearances by Sir Richard to promote the group and its services The group is obliged to pay an annual fee of £100,000 under this agreement During the year the group incurred £100,000 (2011 - £100,000) under this agreement

(c) Other ordinary course agreements with VEIH affiliates
The group entered into agreements with VEIH affiliates in the ordinary course of business These included telecommunications service agreements with Virgin Atlantic Airways and Virgin Holidays These contracts were entered into prior to VEIH acquiring its interest in Virgin Media Inc The group had aggregate revenues in 2012 of approximately £875,000 (2011 - £695,000) under these contracts

(d) Sales promotions with Virgin Games
During 2006 the group entered into promotional arrangements whereby the products and services of Virgin Games, a division of Virgin com Limited, are promoted on the group's internet portal at www virginmedia com The group received payment of approximately £117,000 in 2012 (2011 - £147,000) from Virgin Games in connection with these arrangements

32 Related party transactions (continued)

(e) Advertising with Virgin Atlantic Airways
During the year the group advertised its products on the in-flight entertainment platform of Virgin Atlantic Airways, incurring expenses of approximately £162,000 (2011 - £162,000)

(f) Virgin Insight Services
In 2012 the group provided Virgin Insight Limited, an organisation that was created in 2008 to facilitate closer mutually beneficial collaboration between participating Virgin Group companies and non-Virgin companies (which do not compete directly with any of the Virgin Group companies) through the identification of cross-group marketing opportunities based on the number of customers of the participating brands, with cash in-kind services (data-processing and support by the group's business intelligence analysts), incurring expenses (both cash and in-kind services) of £250,000 (2011 - £250,000) of which £150,000 (2011 - £150,000) was incurred through in-kind services

(g) Business Travel and Virgin Atlantic Airways
From time to time in the ordinary course of business the group's employees make travel arrangements with Virgin Atlantic Airways when flying for business reasons and the travel department encourages this due to the discounts made available In 2012, the group incurred travel expenses of approximately £214,000 (2011 - £226,000) in connection with these arrangements

(h) Virgin Vouchers
From time to time, and in the ordinary course of business, the group offer sales and marketing promotions to customers and offer internal staff awards and promotions for which vouchers in respect of VEIH affiliates are provided In 2012, the group incurred expenses of £90,000 (2011 - £171,000) to Acorne PLC, a voucher distributions company, in respect of vouchers for VEIH affiliates

Compensation of key management personnel (including directors)

	2012 £ million	2011 £ million
Short-term employee benefits	4 5	4 6
Post-employment benefits	0 6	0 6
Termination benefits	-	-
Non-equity incentive plan	2 9	2 6
Share based payments	5 6	7 3
	13 6	15 1

The compensation of the chairman and non-executive directors of Virgin Media Inc , the ultimate parent company of Virgin Media Finance PLC, are disclosed in the Proxy Statement of that company and represent costs that are not recharged to the group

Virgin Media Finance PLC
Notes to the Group Financial Statements
for the year ended 31 December 2012

33 Principal subsidiary undertakings

Details of the principal investments in which the group holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are as follows All are registered in England and Wales unless otherwise noted

Subsidiary	*Holding*	*Proportion of voting rights and shares held*	*Principal activities*
Virgin Media Investment Holdings Limited	Ordinary shares	100%	Holding
Virgin Media Investments Limited	Ordinary shares	100% #	Holding
Virgin Media Secured Finance PLC	Ordinary shares	100% #	Finance
Virgin Media SFA Finance Limited	Ordinary shares	100% #	Finance
VMIH Sub Limited	Ordinary shares	100% #	Holding
Virgin Media Limited	Ordinary shares	100% #	Telecoms
Virgin Media Payments Limited	Ordinary shares	100% #	Collections
BCMV Limited	Ordinary shares	100% #	Telecoms
ntl Business (Ireland) Limited	Ordinary shares	100% #	Telecoms
Diamond Cable Communications Limited	Ordinary shares	100% #	Holding
ntl Midlands Limited	Ordinary shares	100% #	Telecoms
ntl Funding Limited	Ordinary shares	100% #	Telecoms
NTL (Triangle) LLC	Common stock	100% # (ii)	Holding
ntl Cambridge Limited	Ordinary shares	100% #	Telecoms
ntl Irish Holdings Limited	Ordinary shares	100% #	Telecoms
DTELS Limited	Ordinary shares	100% #	Telecoms
ntl Rectangle Limited	Ordinary shares	100% #	Holding
X-Tant Limited	Ordinary shares	100% #	Telecoms
ntl (South Hertfordshire) Limited	Ordinary shares	100% #	Telecoms
ntl CableComms Limited	Ordinary shares	100% #	Telecoms
ntl CableComms Bolton	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Bromley	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Bury and Rochdale	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Cheshire	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Derby	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Greater Manchester	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Macclesfield	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Oldham and Tameside	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Solent	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Staffordshire	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Stockport	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Surrey	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Sussex	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Wessex	Ordinary shares	100% # (i)	Telecoms
ntl CableComms Wirral	Ordinary shares	100% # (i)	Telecoms
ntl Wirral Telephone and Cable TV Company	Ordinary shares	100% # (i)	Telecoms
ntl Communications Services Limited	Ordinary shares	100% #	Telecoms
ntl (CWC) Limited	Ordinary shares	100% #	Telecoms
ntl Business Limited	Ordinary shares	100% #	Telecoms
Virgin Net Limited	Ordinary shares	100% #	Telecoms
Telewest UK Limited	Ordinary shares	100% #	Telecoms
Blueyonder Workwise Limited	Ordinary shares	100% #	Telecoms
Virgin Media Business Limited	Ordinary shares	100% #	Telecoms
Telewest Communications (South West) Limited	Ordinary shares	100% #	Telecoms
Telewest Communications (Cotswolds) Limited	Ordinary shares	100% #	Telecoms

\# held by subsidiary undertaking (i) Unlimited company (ii) Registered in USA
(iii) Registered in Luxembourg (iv) registered in Scotland

33 Principal subsidiary undertakings (continued)

Subsidiary	*Holding*	*Proportion of voting rights and shares held*	*Principal activites*
Cable London Limited	Ordinary shares	100% #	Telecoms
Cable Camden Limited	Ordinary shares	100% #	Telecoms
Cable Enfield Limited	Ordinary shares	100% #	Telecoms
Cable Hackney & Islington Limited	Ordinary shares	100% #	Telecoms
Cable Haringey Limited	Ordinary shares	100% #	Telecoms
Birmingham Cable Limited	Ordinary shares	100% #	Telecoms
Birmingham Cable Finance Limited	Ordinary shares	100% #	Telecoms
Eurobell (Holdings) Limited	Ordinary shares	100% #	Telecoms
Eurobell (Sussex) Limited	Ordinary shares	100% #	Telecoms
Eurobell (South West) Limited	Ordinary shares	100% #	Telecoms
Eurobell (West Kent) Limited	Ordinary shares	100% #	Telecoms
Eurobell Internet Services Limited	Ordinary shares	100% #	Telecoms
Telewest Communications Networks Limited	Ordinary shares	100% #	Holding
Telewest Communications (London South) Limited	Ordinary shares	100% #	Telecoms
Telewest Communications (South East) Limited	Ordinary shares	100% #	Telecoms
Telewest Communications (South Thames Estuary) Limited	Ordinary shares	100% #	Holding
Telewest Communications (Midlands & North West) Limited	Ordinary shares	100% #	Telecoms
M&NW Network Limited	Ordinary shares	100% #	Telecoms
M&NW Network II Limited	Ordinary shares	100% #	Telecoms
Telewest Communications (Cumbernauld) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Dumbarton) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Dundee & Perth) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Falkirk) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Glenrothes) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Motherwell) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (Scotland) Limited	Ordinary shares	100% # (iv)	Telecoms
Telewest Communications (North East) Limited	Ordinary shares	100% #	Telecoms
Yorkshire Cable Communications Limited	Ordinary shares	100% #	Telecoms
Barnsley Cable Communications Limited	Ordinary shares	100% #	Telecoms
Doncaster Cable Communications Limited	Ordinary shares	100% #	Telecoms
Halifax Cable Communications Limited	Ordinary shares	100% #	Telecoms
Sheffield Cable Communications Limited	Ordinary shares	100% #	Telecoms
Wakefield Cable Communications Limited	Ordinary shares	100% #	Telecoms
Middlesex Cable Limited	Ordinary shares	100% #	Telecoms
Windsor Television Limited	Ordinary shares	100% #	Telecoms
Virgin Media Wholesale Limited	Ordinary shares	100% #	Telecoms
VMWH Limited	Ordinary shares	100% #	Holding
Bluebottle Call Limited	Ordinary shares	100% #	Telecoms
Virgin Mobile Group (UK) Limited	Ordinary shares	100% #	Telecoms
Virgin Mobile Telecoms Limited	Ordinary shares	100% #	Telecoms
Future Entertainment Sàrl	Ordinary shares	100% # (iii)	Television
Interactive Digital Sales Limited	Ordinary shares	100% #	Content
Flextech B Limited	Ordinary shares	100% #	Content
Flextech L Limited	Ordinary shares	100% #	Content
Flextech C	Ordinary shares	100% #	Content
Flextech Broadband Limited	Ordinary shares	100% #	Content

\# held by subsidiary undertaking
(i) Unlimited company
(ii) Registered in USA
(iii) Registered in Luxembourg
(iv) registered in Scotland

33 Principal subsidiary undertakings (continued)

The company has taken advantage of Section 409 of the Companies Act 2006 and disclosed only those investments whose results or financial position materially affected the figures shown in the company's annual financial statements

The company will issue a guarantee under Section 479(C) of the Companies Act 2006 for the year ended 31 December 2012 in respect of the subsidiaries listed below The company guarantees all outstanding liabilities to which the subsidiary company is subject to at 31 December 2012, until they are satisfied in full and the guarantee is enforceable against the company by any person to whom the subsidiary company is liable in respect of those liabilities These active subsidiaries have taken advantage of the exemption from audit of individual accounts for the year ended 31 December 2012 by virtue of Section 479(A) of the Companies Act 2006

The guarantee under Section 479(C) of the Companies Act 2006 is in respect of the following subsidiaries, all of which are 100% owned, either directly or indirectly

Active Subsidiaries	*Company number*
VMIH Sub Limited	5316140
ntl Victoria Limited	5685196
Virgin Media Secured Finance PLC	7108352
Virgin Media SFA Finance Limited	7176280
ntl Funding Limited	5333722
Cambridge Holding Company Limited	2670603
ntl Irish Holdings Limited	5313953
Virgin Media Secretaries Limited	2857052
Diamond Cable Communications Limited	2965241
ntl Business (Ireland) Limited	3284482
X-TANT Limited	3580901
ntl Rectangle Limited	4329656
BCMV Limited	3074517
ntl (South Hertfordshire) Limited	2401044
ntl (B) Limited	2735732
ntl CableComms Wessex	2410378
ntl CableComms Bromley	2422195
ntl CableComms Derby	2387713
ntl CableComms Bolton	1883383
ntl CableComms Greater Manchester	2407924
ntl CableComms Bury and Rochdale	2446183
ntl CableComms Macclesfield	2459067
ntl Wirral Telephone and Cable TV Company	2511873
ntl CableComms Limited	2664006
ntl CableComms Surrey	2531586
ntl CableComms East Lancashire	2114543
ntl Bolton Cablevision Holding Company	2422198
ntl Derby Cablevision Holding Company	2422310
ntl Manchester Cablevision Holding Company	2455631
ntl CableComms Staffordshire	2379800
ntl CableComms Cheshire	2379804
ntl CableComms Holdings No 1 Limited	3709869
United Artists Investments Limited	2761569
Flextech Digital Broadcasting Limited	3298737
Flextech L Limited	2802598
Flextech C	2721189
Flextech T Limited	1733724

33 Principal subsidiary undertakings (continued)

Active Subsidiaries	*Company number*
Flextech Communications Limited	2588902
Flextech Family Channel Limited	2856303
Flextech IVS Limited	2678882
Flextech (1992) Limited	1190025
Flextech Limited	2688411
General Cable Holdings Limited	2798236
Telewest Communications Holdco Limited	3761983
Telewest Communications Holdings Limited	2982404
Telewest Limited	3291383
Blue Yonder Workwise Limited	4055742
Telewest Communications (Cotswolds) Limited	1743081
Cable Camden Limited	1795642
Cable Enfield Limited	2466511
Cable Hackney & Islington Limited	1795641
Cable Haringey Limited	1808589
Eurobell (Holdings) Limited	2904215
Eurobell (Sussex) Limited	2272340
Eurobell (South West) Limited	1796131
Eurobell (West Kent) Limited	2886001
Eurobell Internet Services Limited	3172207
Telewest Communications (London South) Limited	1697437
Telewest Communications (South East) Limited	2270764
Telewest Communications (South Thames Estuary) Limited	2270763
Telewest Communications (Midlands) Limited	1882074
Telewest Communications (Telford) Limited	2389377
Telewest Communications (Central Lancashire) Limited	1737862
Telewest Communications (St Helens & Knowsley) Limited	2466599
Telewest Communications (Wigan) Limited	2451112
Telewest Communications (Fylde & Wyre) Limited	2935056
Telewest Communications (Southport) Limited	3085912
M&NW Network Limited	6763496
M&NW Network II Limited	6765761
Telewest Communications (Cumbernauld) Limited	SC121614
Telewest Communications (Dumbarton) Limited	SC121700
Telewest Communications (Dundee & Perth) Limited	SC96816
Telewest Communications (Falkirk) Limited	SC122481
Telewest Communications (Glenrothes) Limited	SC119523
Telewest Communications (Motherwell) Limited	SC121617
Telewest Communications (Scotland) Limited	SC80891
Yorkshire Cable Communications Limited	2490136
Barnsley Cable Communications Limited	2466594
Doncaster Cable Communications Limited	2407940
Halifax Cable Communications Limited	2459173
Wakefield Cable Communications Limited	2400909
Middlesex Cable Limited	2460325
The Cable Corporation Limited	2075227
VMWH Limited	7531816
Theseus No 1 Limited	2994027
Theseus No 2 Limited	2994061
Virgin Media Finco Limited	8045612

33 Principal subsidiary undertakings (continued)

Active Subsidiaries	*Company number*
ntl Midlands Leasing Limited	7981328
BCMV Leasing Limited	7980898
ntl CableComms Wessex Leasing Limited	7981349
ntl CableComms Sussex Leasing Limited	7981341
ntl CableComms Bromley Leasing Limited	7981358
ntl CableComms Derby Leasing Limited	7981361
ntl CableComms Bolton Leasing Limited	7981350
ntl CableComms Greater Manchester Leasing Limited	7981364
ntl Wirral Telephone and Cable TV Company Leasing Limited	7982011
ntl CableComms Surrey Leasing Limited	7981376
ntl CableComms Wirral Leasing Limited	7981333
Telewest Communications (Midlands and North West) Leasing Limited	7982014
W Television Leasing Limited	7984439
Birmingham Cable Corporation Limited	2170379
ntl (South London) Limited	657093

The company will issue a guarantee under Section 394(C) of the Companies Act 2006 for the year ended 31 December 2012 in respect of the wholly owned dormant subsidiaries listed below The company guarantees all outstanding liabilities to which the subsidiary company is subject to at 31 December 2012, until they are satisfied in full and the guarantee is enforceable against the company by any person to whom the subsidiary company is liable in respect of those liabilities These dormant subsidiaries have taken advantage of the exemption from preparing individual accounts for the year ended 31 December 2012 by virtue of Section 394(A) of the Companies Act 2006

The guarantee under Section 394(C) of the Companies Act 2006 is in respect of the following dormant subsidiaries, all of which are 100% owned, either directly or indirectly

Dormant Subsidiaries	*Company number*
Virgin Media Sales Limited	6047212
Virgin Media Communications Networks Limited	5993970
ntl South Central Limited	2387692
Anglia Cable Communications Limited	2433857
East Coast Cable Limited	2352468
Virgin Media Directors Limited	2499321
Cambridge Cable Services Limited	3262220
Credit-Track Debt Recovery Limited	2425789
CCL Corporate Communication Services Limited	2955679
ntl Darlington Limited	2533674
Jewel Holdings	3085518
ntl Internet Services Limited	4038930
ntl (Hampshire) Limited	2351070
ntl (Greenwich and Lewisham) Limited	2254009
ntl (Lambeth and Southwark) Limited	2277986
ntl (South London) Limited	657093
ntl (West London) Limited	1735664
ntl (City and Westminster) Limited	2809080
ntl (CWC) Corporation Limited	2719477
ntl (Thamesmead) Limited	2461140
ntl (Wandsworth) Limited	1866178
ntl (Ealing) Limited	1721894
ntl (Harrow) Limited	2459179

33 Principal subsidiary undertakings (continued)

Dormant Subsidiaries	*Company number*
ntl (Leeds) Limited	2400103
ntl (Harrogate) Limited	2404019
ntl (York) Limited	2406267
ntl (Wearside) Limited	2475099
ntl (County Durham) Limited	3128449
ntl (Broadland) Limited	2443741
ntl (Peterborough) Limited	2332232
ntl (CRUK)	2329254
ntl (Kent) Limited	2456153
ntl Holdings (Leeds) Limited	2766909
ntl (YorCan) Limited	2371785
ntl Holdings (Broadland) Limited	2427172
ntl Holdings (Fenland) Limited	2427199
ntl Holdings (Norwich) Limited	2412962
ntl Holdings (Peterborough) Limited	2888397
ntl Holdings (East London) Limited	2032186
ntl Acquisition Company Limited	2270117
ntl Partcheer Company Limited	2861817
ntl UK Telephone and Cable TV Holding Company Limited	2511877
ntl Solent Telephone and Cable TV Company Limited	2511653
ntl Streetwarm Services Limited	2851011
ntl Streetvital Services Limited	2851021
ntl Microclock Services Limited	2861856
ntl (CWC) UK	2463427
ntl Chartwell Holdings Limited	3290823
ntl Winston Holdings Limited	3290821
ntl Strikeapart Trading Limited	2851018
ntl CableComms Holdings No 2 Limited	3709840
ntl Streetunique Projects Limited	2851203
ntl Strikeagent Trading Limited	2851014
ntl CableComms Manchester Limited	2511868
ntl Streetvision Services Limited	2851020
ntl Streetunit Projects Limited	2851201
ntl Sideoffer Limited	2927099
ntl Streetusual Services Limited	2851019
ntl Streetwide Services Limited	2851013
ntl Strikeamount Trading Limited	2851015
ntl (CWC Holdings)	3922682
ntl Victoria II Limited	5685189
Flextech Interactive Limited	3184754
Flextech B Limited	2342064
Continental Shelf 16 Limited	3005499
Flextech (Kindernet Investment) Limited	1260228
Flextech Broadcasting Limited	4125325
Flextech Distribution Limited	2678883
Flextech Childrens Channel Limited	2678881
Flextech Media Holdings Limited	2678886
Flextech Video Games Limited	2670821
Virgin Mobile Group (UK) Limited	5050748
Cable Adnet Limited	3283202

33 Principal subsidiary undertakings (continued)

Dormant Subsidiaries	*Company number*
General Cable Group Limited	2872852
General Cable Investments Limited	2885920
General Cable Limited	2369824
General Cable Programming Limited	2906200
Southwestern Bell International Holdings Limited	2378768
Telewest Communications (Publications) Limited	3860829
Telewest Communications Cable Limited	2883742
The Cable Equipment Store Limited	2693805
Telewest Workwise Limited	4055744
Filegale Limited	2804553
Avon Cable Investments Limited	2487110
Birmingham Cable Corporation Limited	2170379
Telewest Communications (North West) Limited	2321124
Telewest Communications (Scotland Holdings) Limited	SC150058
SANE Network Limited	SC352011
The Yorkshire Cable Group Limited	2782818
Yorkshire Cable Telecom Limited	2743897
Yorkshire Cable Finance Limited	2993376
The Cable Corporation Equipment Limited	2116958
Bradford Cable Communications Limited	2664803
Cable Communications Limited	1860121
Cable Internet Limited	3085918
Cable on Demand Limited	3039816
Capital City Cablevision Limited	SC80665
Central Cable Holdings Limited	3008567
Central Cable Limited	3008681
Central Cable Sales Limited	2985669
Crystal Palace Radio Limited	1459745
Dundee Cable and Satellite Limited	SC093114
EMS Investments Limited	3373057
Eurobell (IDA) Limited	3373001
Eurobell (No 2) Limited	3405634
Eurobell (No 3) Limited	3006948
Eurobell CPE Limited	2742145
Eurobell Limited	2983427
European Business Network Limited	2146363
Hieronymous Limited	SC80135
Perth Cable Television Limited	SC032627
Pinnacle Debt Recovery Limited	2989858
Rotherham Cable Communications Limited	2455726
Telewest Communications (Internet) Limited	3141035
Telewest Health Trustees Limited	3936764
Telewest Parliamentary Holdings Limited	2514316
Yorkshire Cable Limited	2792601
Yorkshire Cable Properties Limited	2951884

34 Parent undertaking and controlling party

The company's immediate parent undertaking is Virgin Media Communications Limited

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

The largest group of which the company is a member and for which group accounts have been drawn up is that headed by Virgin Media Inc

Copies of all sets of group accounts, are available from Company Secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

Virgin Media Finance PLC

Statement of Directors' Responsibilities in Relation to the Company Financial Statements

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 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 accounting 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 Virgin Media Finance PLC

We have audited the parent company financial statements of Virgin Media Finance PLC for the year ended 31 December 2012, which comprise the Company Balance Sheet and the related notes 1 to 13 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 86 the directors are responsible for the preparation of the parent company 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 parent company 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 parent 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 parent company financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012,
- 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 parent company financial statements

Independent Auditor's Report to the Members of Virgin Media Finance PLC (continued)

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Other matter

We have reported separately on the group financial statements of Virgin Media Finance PLC for the year ended 31 December 2012

Ernst & Young LLP

Michael Rudberg (Senior statutory auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London
6 June 2013

Virgin Media Finance PLC
Company Balance Sheet
as at 31 December 2012

	Notes		2012		2011
		£ million	£ million	£ million	£ million
Fixed assets					
Investments	3		2,169 1		2,169 1
Current assets					
Debtors (due in more than one year)	4	1,866 4		1,761 1	
Debtors (due in less than one year)	4	25 0		51 3	
Cash at bank and in hand		1 0		1 9	
		1,892 4		1,814 3	
Creditors amounts falling due within one year	5	(286 6)		(132 8)	
Net current assets			1,605 8		1,681 5
Total assets less current liabilities			3,774 9		3,850 6
Creditors amounts falling due after more than one year	6		(1,804 6)		(1,696 8)
Net assets			1,970 3		2,153 8
Capital and reserves					
Called up share capital	7		0 1		0 1
Share premium account	8		3,323 2		3,323 2
Capital contribution	8		5 0		5 0
Profit and loss account	8		(1,358 0)		(1,174 5)
Equity shareholders' funds	8		1,970 3		2,153.8

R C Gale
Director
6 June 2013

Company Registration Number 5061787

1 Accounting policies

The principal accounting policies are summarised below and have all been applied consistently throughout the current year and the preceding year

Basis of preparation
The parent company financial statements of Virgin Media Finance PLC ("the company") are presented as required by the Companies Act 2006 and were approved for issue on 6 June 2013

The financial statements are prepared using the historical cost convention and in accordance with applicable accounting standards in the United Kingdom

No profit and loss account is presented by the company as permitted by Section 408 of the Companies Act 2006 The company has taken advantage of the exemption in paragraph 2D of FRS 29 *'Financial Instruments Disclosures'* and has not disclosed information required by that standard, as the group's consolidated financial statements, in which the company is included, provide equivalent disclosures for the group under IFRS 7 *'Financial Instruments Disclosures'*

The company's investments in subsidiaries
The company recognises its investments in subsidiaries at cost, less any provision for impairment In a group reconstruction where Section 611 of the Companies Act 2006 applies, the cost of investment of the transferor is adopted by the company Income is recognised from these investments only in relation to distributions received from post-acquisition profits Distributions received in excess of post-acquisition profits are deducted from the costs of the investment

Deferred taxation
Deferred taxation 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

(a) 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 probable that the taxable gain will be rolled over into replacement assets and charged to tax only when the replacement assets are sold, and

(b) deferred tax assets are recognised only to the extent that the directors consider that it is probable 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 currency translation
Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date All differences are taken to the income statement, except where hedge-accounting is applied Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined

Employee benefits including long term incentives and share-based payments
The company is an indirect, wholly-owned subsidiary of Virgin Media Inc Accordingly, the company has no share-based compensation plans The company has no employees A wholly-owned indirect subsidiary, Virgin Media Limited is the principal employer of the group's employees Details of employee costs including long term incentives and share based payments are disclosed in the consolidated financial statements herewith

1 Accounting policies (continued)

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

Interest bearing loans and borrowings
All interest bearing loans and borrowings are initially recognised at net proceeds After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by repayments made in the period

Finance costs of debt are allocated over the term of the debt at a constant rate on the carrying amount

2 Loss attributable to members of the parent company

The loss dealt with in the accounts of the parent company was £183 5 million (2011 - loss of £16 5 million)

3 Investments

Investment in subsidiary undertakings

	£ million
Cost and net book value:	
At 1 January and 31 December 2012	3,323 2
Provision for impairment	
At 1 January 2012	1,154 1
Impairment charge for the year	-
At 31 December 2012	1,154 1
Net book value:	
At 31 December 2012	2,169 1
At 31 December 2011	2,169 1

Details of the principal investments in which the group or the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, can be seen in note 33 to the group financial statements

4 Debtors

	2012 £ million	2011 £ million
Loan notes due from group undertakings	1,866 4	1,761 1
Amounts due from group undertakings	-	1 1
Interest receivable on loan notes due from group undertakings	25 0	50 2
	1,891 4	1,812 4

Loans advanced to group undertakings are repayable on demand but are not expected to be recovered in full within one year The loans advanced to group undertakings include U S dollar denominated loans of $2,000 7 million (2011 - $2,011 7 million) which had a carrying value of £1,235 8 million (2011 - £1,294 1 million) at the balance sheet date and euro denominated loans of €nil (2011 - €174 2 million) which had a carrying value of £nil (2011 - £145 3 million) at the balance sheet date

Other amounts owed by group undertakings are interest free and are repayable on demand

5 Creditors: amounts falling due within one year

	2012 £ million	2011 £ million
Interest on loan notes due to group undertakings	2 2	2 2
Interest payable on Senior Notes	24 8	49 9
Amounts owed to group undertakings	200 7	21 8
Loan notes due to group undertakings	58 9	58 9
	286 6	132 8

Amounts owed to and loan notes due to group companies are technically payable on demand as they do not include an unconditional right to defer payment and hence are included in creditors falling due within one year However, the directors are of the opinion that, in the ordinary course of business, repayment within such a time scale is unlikely to be required

All other amounts above are unsecured and due within one year

6 Creditors: amounts falling due after more than one year

	2012 £ million	2011 £ million
Senior Notes	1,804 6	1,696 8
	1,804 6	1,696 8

Borrowings are repayable as follows

	2012 £ million	2011 £ million
Amounts falling due		
In more than one year but not more than two years	-	-
In more than two years but not more than five years	-	981 7
In more than five years	1,804 6	715 1
Borrowings amounts falling due after more than one year	1,804 6	1,696 8

Loans not wholly repayable within five years are as follows

	2012 £ million	2011 £ million
Senior Notes	1,804 6	715 1
	1,804 6	715 1

6 Creditors: amounts falling due after more than one year (continued)

Total borrowings comprise

	2012 £ million	2011 £ million
9 50% U S dollar senior notes due 2016	-	849 2
9 50% euro senior notes due 2016	-	145 3
8 375% U S dollar senior notes due 2019	309 3	380 6
8 875% sterling senior notes due 2019	250 3	345 2
5 25% U S dollar senior notes due 2022	308 9	-
4 875% U S dollar senior notes due 2022	555 9	-
5 125% sterling senior notes due 2022	400 0	-
	1,824 4	1,720 3
Less issue costs	(19 8)	(23 5)
Total senior notes	1,804 6	1,696 8
Borrowings: amounts falling due after more than one year	1,804 6	1,696 8

The company has the following Senior Notes in issue as at 31 December 2012

1) 8 375% Senior Notes due 15 October 2019 - the principal amount at maturity is $507 1 million Interest is payable semi-annually on 15 April and 15 October commencing 15 April 2010

2) 8 875% Senior Notes due 15 October 2019 - the principal amount at maturity is £253 5 million Interest is payable semi-annually on 15 April and 15 October commencing 15 April 2010

3) 5 25% Senior Notes due 15 February 2022 – the principal amount at maturity is $500 million Interest is payable semi-annually on 15 February and 15 August commencing 15 August 2012

4) 4 875% Senior Notes due 15 February 2022 – the principal amount at maturity is $900 million Interest is payable semi-annually on 15 February and 15 August commencing 15 February 2013

3) 5 125% Senior Notes due 15 February 2022 – the principal amount at maturity is £400 million Interest is payable semi-annually on 15 February and 15 August commencing 15 February 2013

On 26 July 2011 the company's $550 million 9 125% senior notes due 2016 were settled by subsidiary undertakings for cash of £355 8 million

On 13 March 2012 the company issued $500 million 5 25% senior notes due 2022 at par, and received proceeds of £316.3 million, net of fees of £2 9 million The net proceeds, and cash on the company's balance sheet, were used to redeem $500 million of the $1,350 million 9 50% senior notes due 2016 on 28 March 2012 for cash of £361 2 million inclusive of a redemption premium of £47 1 million

On 30 October 2012 the company issued $900 million 4 875% and £400 million 5 125% senior notes due 2022 at par, and the company received proceeds of £953 1 million, net of fees of £7 4 million The net proceeds, and cash on the company's balance sheet, were used to redeem the remaining $850 million of the $1,350 million 9 50% senior notes due 2016, the full outstanding balance of the €180 million 9 50% senior notes due 2016, $92 9m of the $600 million 8 375% senior notes due 2019 and £96 5 million of the £350 million 8 875% senior notes due 2019 The company repaid these notes over the period 31 October 2012 to 30 November 2012 with cash of £930 9 million, inclusive of a redemption premium of £103 3 million

Virgin Media Inc , the company's ultimate parent company, and all the intermediate holding companies, guarantee the Senior Notes on a senior basis Virgin Media Investment Holdings Limited (VMIH), a direct wholly owned subsidiary of the company, guarantees the Senior Notes on a senior subordinated basis and has no significant assets of its own other than its investments in its subsidiaries The company has given a full and unconditional guarantee of all amounts payable under the terms of the Virgin Media group's senior credit facility and Senior Secured Notes due 2018 and 2021

7 Authorised and issued share capital

	2012 £000	2011 £000
Authorised		
5,000,000 ordinary shares of £1 each	5,000 0	5,000 0
Allotted, called up and fully paid		
92,456 ordinary shares of £1 each	92 0	92 0

8 Reconciliation of movements in equity shareholders' funds

	Called-up equity share capital £ million	Share premium account £ million	Capital contribution £ million	Profit and loss account £ million	Total £ million
At 1 January 2011	0 1	3,323 2	5 0	(1,158 0)	2,170 3
Loss for the year	-	-	-	(16 5)	(16 5)
At 1 January 2012	0 1	3,323 2	5 0	(1,174 5)	2,153 8
Loss for the year	-	-	-	(183 5)	(183 5)
At 31 December 2012	0 1	3,323 2	5 0	(1,358 0)	1,970 3

Share capital
The balance classified as share capital represents the nominal value on issue of the company's equity share capital, comprising £1 ordinary shares

Capital contribution
The £5 million capital contribution was received from Virgin Media Communications Limited as part of a comprehensive group restructuring in 2006

9 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 100% owned by Virgin Media Inc

10 Auditor's and director's remuneration

Auditor's remuneration of £1,000 (2011 - £1,000) represents costs attributed to the company by the fellow group undertakings that pay all auditor's remuneration on behalf of the Virgin Media group

Fees paid to Ernst & Young LLP and its associates for non-audit services to the parent company itself are not disclosed in the individual accounts of Virgin Media Finance PLC because group financial statements are prepared which are required to disclose such fees on a consolidated basis

The directors received remuneration for the year of £3,500 (2011 - £3,500) in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited

11 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 amount outstanding, which as at 31 December 2012 amounted to approximately £1,200 million (2011 - £1,200 million) Borrowings under the facility are secured against the assets of certain members of the group including those of the company

In addition, a wholly owned subsidiary has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior credit facility The amount outstanding under the senior secured notes at 31 December 2012 amounted to approximately £2,582 million (2011 - £2,575 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 Post balance sheet events

For details of the post balance sheet events arising as a result of the proposed merger of the Virgin Media group and Liberty Global, Inc , see note 28 to the group financial statements

13 Parent undertaking and controlling party

The company's immediate parent undertaking is Virgin Media Communications Limited

The largest group of which the company is a member and for which group accounts have been drawn up is that headed by Virgin Media Inc The smallest group of which the company is a member and for which group accounts have been drawn up is the Virgin Media Finance PLC group

The company's ultimate parent undertaking and controlling party at 31 December 2012 was Virgin Media Inc , a company incorporated in the state of Delaware, United States of America Copies of all sets of group accounts are available from Company Secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP