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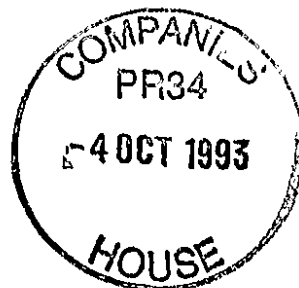
CABLE COMMUNICATIONS ST HELENS & KNOWSLEY LIMITED

REPORT AND ACCOUNT

FOR THE YEAR ENDED

31 DECEMBER 1992

REGISTERED IN ENGLAND, NUMBER 2466599



REPORT AND ACCOUNTS FOR THE YEAR ENDED
31 DECEMBER 1992

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Operations Centre

"Cable House"
2-8 Frenchwood Avenue
Preston
Lancs
PR1 4QF

Tel: 0772 832888 Fax: 0772 832812

CABLE COMMUNICATIONS ST HELENS & KNOWSLEY LIMITED

DIRECTORS:

T C Campbell

SECRETARY:

P S Hurst
"Cable House"
2-8 Frenchwood Avenue
Preston
Lancs
PR1 4QF

REGISTERED OFFICE:

"Cable House"
2-8 Frenchwood Avenue
Preston
Lancs
PR1 4QF

DIRECTORS' REPORT FOR THE YEAR ENDED
TO 31 DECEMBER 1992

The directors present their report and the audited accounts for the year ended 31 December 1992.

Principal Activities and Business Review

The Company has not traded throughout the year.

Results

There was no activity during the year.

Directors and Directors Interests

The directors of the company and their beneficial interests in the share capital of the company were as follows:-

Ordinary Shares of
£1 each at 31 Dec 92

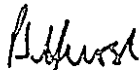
T C Campbell

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Auditors

In accordance with Section 250(4) Companies Act 1985 no auditors have been appointed

BY ORDER OF THE BOARD



P S HURST
COMPANY SECRETARY

23 April 1993

BALANCE SHEET AT 31 DECEMBER 1992

	NOTE	31 Dec 1992 £	31 Dec 1991 £
CURRENT ASSETS			
Debtors			
Amount owed from Group Companies		<u>2</u>	<u>2</u>
NET ASSETS		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up Share Capital		<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>

PROFIT AND LOSS ACCOUNT

During the financial year the company did not trade and received no income and incurred no expenditure. Consequently the company made neither a profit nor a loss.

The Company was dormant within the meaning of Section 250, Companies Act 1985, throughout the financial year ended 31 December 1992.

The accounts were approved by the Directors on 23 April 1993.

T C CAMPBELL *Sharon C. Campbell* Director

NOTES TO THE ACCOUNTS

31 DECEMBER 1992

1. The company did not trade during the financial year, had neither income nor expenditure and consequently made neither a profit nor a loss.

The directors have relied upon the exemption contained in S250 (4) of the Companies Act 1985 and have not appointed auditors to the company. Consequently these financial statements will not contain an audit report.

2. **ACCOUNTING POLICY - Basis of Accounting**

The accounts have been prepared under the historical cost convention and on the going concern basis.

3. **CALLED UP SHARE CAPITAL
AUTHORISED**

	No	£
Ordinary Shares of £1 each	1000	1000
	<hr/>	<hr/>
ALLOTTED, CALLED-UP AND FULLY PAID		
Ordinary Shares of £1 each	2	2
	<hr/>	<hr/>

There has been no change to authorised, or issued, share capital during the year.

4. **ULTIMATE HOLDING COMPANY**

The ultimate holding company is Southwestern Bell Corporation which is incorporated in the United States of America.

Excerpt from the Minutes of General Meeting of Shareholders held 7 July 1991 at 2-8 Frenchwood Avenue, Preston, Lancashire.

The following was passed as a Special Resolution at a General Meeting of the Shareholders on 7 July 1991.

THAT, the Company having satisfied the provisions of Section 250, Companies Act of 1985, relating to dormant companies, the Company be exempt from the provisions of Part VII of that Act relating to the audit of accounts.

Secretary

Date