

Registered No. 2617729

LanBase Limited

Report and Accounts

31 December 2002



# LanBase Limited

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Registered No. 2617729

## **DIRECTORS**

J B Knapp  
R M Mackenzie  
S Schubert

## **COMPANY SECRETARY**

R M Mackenzie

## **DEPUTY COMPANY SECRETARY**

G E James

## **REGISTERED OFFICE**

ntl House  
Bartley Wood Business Park  
Bartley Way  
Hook  
Hampshire RG27 9UP

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DIRECTORS' REPORT

The directors present the report and accounts for the year ended 31 December 2002.

**PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS**

The company is dormant and did not trade during the year ended 31 December 2002. The expenses of the company have been met by a fellow subsidiary undertaking.

On 8 May 2002, NTL Incorporated, the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, filed a "prearranged" joint reorganisation plan under Chapter 11 of the United States Bankruptcy Code (the "Plan"). NTL Incorporated's operating subsidiaries (including the company) were not included in the Chapter 11 filing. On 5 September 2002, the US Bankruptcy Court approved the Plan and the Plan was consummated on 10 January 2003. Pursuant to the Plan, NTL was split into two separate companies, NTL Incorporated (previously NTL Communications Corp), holding NTL's main UK and Ireland assets (including the company) (referred to as "New NTL"), and NTL Europe, Inc. (previously NTL Incorporated), holding NTL's continental European and certain other assets (referred to as "NTL Euroco").

On 10 January 2003, the plan became effective, and NTL Incorporated emerged from Chapter 11 reorganisation.

**DIRECTORS AND THEIR INTERESTS**

The directors during the year ended 31 December 2002 and thereafter were as follows:

R M Mackenzie	(resigned 20 February 2002; re-appointed 10 January 2003)
S Ross	(resigned 20 February 2002)
S Carter	(resigned 20 February 2002)
J Gregg	(appointed 20 February 2002; resigned 10 January 2003)
J Knapp	(appointed 20 February 2002)
S Schubert	(appointed 1 May 2003)
B Richter	(appointed 10 January 2003; resigned 1 May 2003)

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

By order of the board



R M Mackenzie  
Company Secretary

30 September 2003

# LanBase Limited

## BALANCE SHEET at 31 December 2002

		31 December 2002	31 December 2001
	Notes	£000	£000
<b>CURRENT ASSETS</b>			
Amounts owed by group undertakings		18,742	18,742
<b>CREDITORS: amounts falling due within one year</b>			
Amounts owed to group undertakings		(1,000)	(1,000)
<b>NET ASSETS</b>		<u>17,742</u>	<u>17,742</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	3	50	50
Profit and loss account		17,692	17,692
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>17,742</u>	<u>17,742</u>

The directors are satisfied that the Company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that members have not required the Company to obtain an audit in accordance with section 249B(2) of the Act.

The directors acknowledge their responsibility for:

- (a) ensuring that the Company keeps proper accounting records which comply with Section 221 of the Companies Act 1985; and
- (b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the Company.



R M Mackenzie  
Director

30 September 2003

NOTES TO THE ACCOUNTS  
at 31 December 2002

1. ACCOUNTING POLICIES

*Accounting convention*

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

The company had neither income nor expenditure during the year. Accordingly, no profit and loss account has been prepared.

3. SHARE CAPITAL

	2002	2001
	£000	£000
Authorised:		
100,000 ordinary shares of £1 each	100	100
	<hr/>	<hr/>
Allotted, called up and fully paid:		
50,100 ordinary shares of £1 each	50	50
	<hr/>	<hr/>

4. CONTINGENT LIABILITIES

The company, along with fellow subsidiary undertakings, is party to a senior secured credit facility with a syndicate of banks. The company is a guarantor of borrowings under this facility of certain other group companies. At 31 December 2002 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £3,193 million (2001 - £2,885 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

5. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Lanbase European Holdings Limited.

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

In the directors' opinion, the ultimate parent undertaking and controlling party is NTL Incorporated (formerly NTL Communications Corp), a company incorporated in the State of Delaware, United States of America. Copies of the group accounts, which include the company, are available from the Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.