

Registered No. 2766909

ntl HOLDINGS (LEEDS) LIMITED

Report and Accounts

31 December 2002



# ntl Holdings (Leeds) Limited

---

Registered No. 2766909

## **DIRECTORS**

R M Mackenzie

S E Schubert

G N Roberts (alternate director)

R C Gale (alternate director)

## **JOINT COMPANY SECRETARY**

R M Mackenzie

G E James

## **AUDITORS**

Ernst & Young LLP

1 More London Place

London SE1 2AF

## **SOLICITORS**

Travers Smith Braithwaite

10 Snow Hill

London EC1A 2AL

## **REGISTERED OFFICE**

ntl House

Bartley Wood Business Park

Hook

Hampshire RG27 9UP

---

## DIRECTORS' REPORT

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

### RESULTS AND DIVIDENDS

The company made neither a profit nor a loss during the year ended 31 December 2002, as the company did not trade during the year (31 December 2001 – loss of £50,329,000). The directors do not recommend the payment of a dividend (31 December 2001 – £nil).

### PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the company continues to be that of a holding company. The company did not trade in the year and the directors expect this to continue.

On 8 May 2002, NTL Incorporated ("NTL"), the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, filed a "pre-arranged" 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 confirmed 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").

### EVENTS SINCE THE BALANCE SHEET DATE

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

### DIRECTORS AND THEIR INTERESTS

The directors who served during the year ended 31 December 2002 and thereafter are shown below:

S Carter	(resigned 20 February 2002)
B Dew	(resigned 1 February 2002))
J Gregg	(appointed 20 February 2002; resigned 10 January 2003)
J B Knapp	(appointed 20 February 2002; resigned 1 October 2003)
R M Mackenzie	(resigned 20 February 2002; re-appointed 10 January 2003)
B Richter	(appointed 10 January 2003; resigned 1 May 2003)
S Ross	(resigned 20 February 2002)
S E Schubert	(appointed 1 May 2003)
G N Roberts	(alternate director to R M Mackenzie) (appointed 24 March 2004)
R C Gale	(alternate director to S E Schubert) (appointed 24 March 2004)

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.

### COMPANY SECRETARY

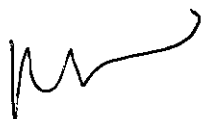
On 20 February 2002, R J Lubasch was appointed joint company secretary and resigned the position on 3 May 2002.

On 24 March 2004, G E James was appointed joint company secretary.

### AUDITORS

Ernst & Young LLP will remain in office as the company's auditor in accordance with the elective resolution passed by the company under section 386 of the Companies Act 1985.

By order of the Board



24 MAY 2004

R M Mackenzie  
Company Secretary

---

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE  
ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NTL HOLDINGS (LEEDS) LIMITED**

We have audited the company's accounts for the year ended 31 December 2002 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 10. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

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

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

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

### **Basis of audit opinion**

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

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

### **Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2002 and have been properly prepared in accordance with the Companies Act 1985.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
London

24 MAY 2004

---

**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2002

	<i>Notes</i>	<i>2002 £000</i>	<i>2001 £000</i>
Impairment charge	4	-	(50,329)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	(50,329)
Taxation	3	-	-
<b>LOSS FOR THE YEAR</b>	7	-	(50,329)

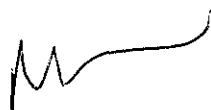
**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**

The company had no recognised gains or losses other than those reflected in the profit and loss account for the years ended 31 December 2002 and 31 December 2001.

# ntl Holdings (Leeds) Limited

## BALANCE SHEET at 31 December 2002

	Notes	2002 £000	2001 £000
<b>FIXED ASSETS</b>			
Investments	5	-	-
<b>NET ASSETS</b>		-	-
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	905	905
Share premium account	7	54,095	54,095
Profit and loss account	7	(55,000)	(55,000)
<b>SHAREHOLDERS FUNDS</b>		-	-
<b>SHAREHOLDERS' FUNDS ARE ATTRIBUTABLE TO:</b>			
Equity shareholders		(24)	(24)
Non-equity shareholders	6	24	24
		-	-



24 MAY 2004

R M Mackenzie  
Director

NOTES TO THE ACCOUNTS  
at 31 December 2002

1. ACCOUNTING POLICIES

*Accounting convention*

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

In preparing the financial statements for the current year, the company has adopted FRS 18 'Accounting Policies' and FRS 19 'Deferred Tax'.

*Group Accounts*

The company has taken advantage of the exemption from preparing group accounts afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company incorporated in Great Britain which prepares group accounts (see note 9).

*Fixed asset investments*

Investments in subsidiary companies are held at cost less provision for impairment.

*Impairment review*

In accordance with FRS 11 "Impairment of Fixed Assets and Goodwill", the carrying value of the company's investments in subsidiary undertakings has been compared to their recoverable amounts. Any impairment is charged to the profit and loss account in the period in which it is identified.

*Cash flow statement*

Under the provisions of Financial Reporting Standard No. 1 (Revised), the company has not prepared a cash flow statement because it is a wholly owned subsidiary of a company of which consolidated accounts are publicly available (see note 9).

2. DIRECTORS' AND AUDITORS' REMUNERATION

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

3. TAXATION

(a) Tax on loss on ordinary activities

	2002	2001
	£'000	£'000
Current Tax:		
UK corporation tax	-	-

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2001 – 30%). The differences are reconciled below:

	2002	2001
	£'000	£'000
Loss on ordinary activities before tax	-	(50,329)
Loss on ordinary activities multiplied by the standard rate of corporation tax of 30% (2001 – 30%)	-	(15,099)
Impairment of investments not deductible for tax purposes	-	15,099
Total current tax charge	-	-



# ntl Holdings (Leeds) Limited

## NOTES TO THE ACCOUNTS at 31 December 2002

### 4. IMPAIRMENT CHARGE

	2002 £000	2001 £000
Impairment of investments	-	50,039
Impairment of amounts owed by group undertakings	-	290
	<u>-</u>	<u>50,329</u>

### 5. INVESTMENTS

	<i>Subsidiary undertakings £000</i>
Cost:	
At 1 January 2002 and 31 December 2002	50,039
Provision for impairment:	
At 1 January 2002 and 31 December 2002	50,039
Net book value:	
At 31 December 2001 and 31 December 2002	-

<i>Name of undertaking</i>	<i>Description of shares held at 31 December 2002</i>	<i>Proportion of nominal value of issued ordinary shares held</i>	<i>Nature of business</i>
ntl (Leeds) Limited	Ordinary £1	100%	Cable television and tele- communications

### 6. SHARE CAPITAL

	2002 £000	2001 £000
Authorised:		
97,550,000 ordinary shares of £0.01 each	976	976
2,450,000 non-voting deferred shares of £0.01 each	24	24
	<u>1,000</u>	<u>1,000</u>
Called up, allotted and fully paid:		
88,065,988 ordinary shares of £0.01 each	881	881
2,450,000 non-voting deferred shares of £0.01 each	24	24
	<u>905</u>	<u>905</u>

The non-voting deferred shares do not carry rights to be paid a dividend or to vote at an Annual General Meeting and accordingly have been classified as non-equity shares.

NOTES TO THE ACCOUNTS  
at 31 December 2002

7. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	<i>Share capital £000</i>	<i>Share premium account £000</i>	<i>Profit and loss account £000</i>	<i>Total £000</i>
At 1 January 2001	905	54,095	(4,671)	50,329
Retained loss for the year ended 31 December 2001	-	-	(50,329)	(50,329)
At 31 December 2001 and 31 December 2002	905	54,095	(55,000)	-

8. 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 (31 December 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.

In April 2004 this facility was replaced by a new senior secured credit facility under which the company's assets are secured.

9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING UNDERTAKING

The company's immediate parent undertaking is ntl (B) Limited.

The company's results are included in the group accounts of ntl Communications Limited, copies of which may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

Up to 10 January 2003, the ultimate parent undertaking and controlling party was NTL Incorporated (later renamed NTL Europe, Inc.), a company incorporated in the state of Delaware, United States of America. From 10 January 2003, the company's ultimate parent undertaking and controlling party is NTL Communications Corp (later renamed NTL Incorporated), a company incorporated in the state of Delaware, United States of America. Copies of both sets of group accounts, which include the company, are available from The Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

10. POST BALANCE SHEET EVENTS

On 10 January 2003, the company's ultimate parent undertaking, NTL Incorporated, emerged from Chapter 11 re-organisation.

The company did not trade during 2003, therefore the directors are satisfied that the company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that no audit will be required.