COMPANY REGISTRATION NUMBER 2802598

Living TV Limited
Financial Statements
31 December 2008

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Financial Statements

Year ended 31 December 2008

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Company Information

The board of directors Virgin Media Directors Limited

Virgin Media Secretaries Limited

Company secretary Virgin Media Secretaries Limited

Registered office 160 Great Portland Street

London W1W 5QA

Auditor Ernst & Young LLP

Chartered Accountants Registered Auditor 1 More London Place

London SE1 2AF

The Directors' Report

Year ended 31 December 2008

The directors present their report and the financial statements of the company for the year ended 31 December 2008.

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, the operation of "Living", "Living +1", "Living 2" and "Virgin1 +1" television channels which broadcast via cable and satellite; and the operation of the "Virgin1" television channel which broadcasts via cable, satellite and Freeview.

The company is a wholly-owned subsidiary undertaking of Virgin Media Inc. The Virgin Media group is a leading UK entertainment and communications business providing a "quad-play" offering of television, broadband, fixed line telephone and mobile telephone services.

At 31 December 2008, by customer numbers, the Virgin Media group was the UK's largest residential broadband provider and mobile virtual network provider and the second largest provider in the UK of pay television and fixed line telephone services by number of customers. The group owned and operated cable networks that passed approximately 12.6 million homes in the UK and at 31 December 2008 provided services to approximately 4.8 million cable customers on its network, approximately 56% of which were "triple-play" customers, receiving broadband, television and fixed line telephone services. In addition, at 31 December 2008 the Virgin Media group provided mobile telephone services to 2.7 million pre-pay customers and 0.6 million contract customers over third party networks.

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 it provides its customers with leading next generation broadband service and one of the most advanced TV on-demand services available in the UK market.

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

Through Virgin Media Television, the Virgin Media group also provides a broad range of programming through its wholly-owned channels, such as Virgin1, Living and Bravo; and through UKTV, its joint ventures with BBC Worldwide.

The Directors' Report (continued)

Year ended 31 December 2008

Principal activities and business review (continued)

Turnover has increased by 14.7% to £97,266,000 for the year ended 31 December 2008 from £84,783,000 in 2007. This was due to an increase in the company's share of the Virgin Media Television portfolio's advertising and cable subscription revenue, reflecting the full year benefit of the Virgin 1 Channel (which was rebranded on 1 October 2007) and an increase in satellite subscription revenue as a result of a new carriage contract effective from 13 November 2008.

Cost of sales has increased by 24.8% to £81,474,000 for the year ended 31 December 2008 from £65,275,000 in 2007. This was due to due to a change in the focus of Virgin Media Television's programming strategy towards its flagship brands, Living and Virgin 1.

Distribution costs have increased by 4.7% to £13,228,000 for the year ended 31 December 2008 from £12,632,000 in 2007. This was principally due to an increase in marketing costs reflecting a change in the focus of Virgin Media Television's programming strategy towards its flagship brands, Living and Virgin 1.

Administrative expenses have moved from a credit of £16,193,000 in 2007 to a credit of £1,935,000 in 2008, predominantly as a result of a review of the recoverability of inter-company receivables, resulting in a release of the provision against inter-company debt of £9,277,000 (2007 - release of £21,313,0000).

Operating profit has decreased from £23,069,000 in 2007 to £4,499,000 in 2008 predominantly due to the reasons stated above.

The company reported a movement from net current liabilities to net current assets and a decrease in net liabilities as at 31 December 2008 as a result of normal operations and a reallocation of amounts owed to group undertakings from current to non-current. No external finance was arranged or settled and there was no movement in the called up equity share capital of the company as at 31 December 2008. Operations were financed through the company's own working capital and inter-company balances with fellow group undertakings.

Future developments

Throughout 2009, changes have been made to Living's and Virgin1's propositions to increase the number of people watching and drive the loyalty of customers to the brands. Virgin1 underwent a rebrand, and switched to 24 hours on Freeview, in mid 2009. Living Player (an on-demand service) launched in September 2009 on the Virgin Media platform, with the Living HD channel following in October. On 23 October 2009, Living launched an online-only TV channel, Liv, that will deliver original short-form content through the livingtv website, and via syndication to a range of third party websites.

Results and dividends

The profit for the financial year amounted to £3,237,000 (2007 - profit of £21,760,000). The directors have not recommended an ordinary dividend (2007 - £nil).

Financial risk management

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

Liquidity risk

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

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

The Directors' Report (continued)

Year ended 31 December 2008

Financial risk management (continued)

Interest rate risk

The group's policy is to manage its interest cost using a mix of fixed and variable rate financial instruments and to hedge all or part of the exposure to increased interest rates. The group's policy is not to hedge against interest rate risk in respect of inter-company debt. However, the company may reduce all or part of the risk by loaning funds to other group undertakings and charging interest at the same rate as the original borrowing.

The company's financial instruments mainly comprise interest-free inter-company debt and as a result it is exposed to limited risks in respect of interest rates.

Credit risk

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

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may increase or decrease as a result of that review.

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

Directors

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

Virgin Media Directors Limited Virgin Media Secretaries Limited

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.

Post balance sheet event

During 2009, programming stock with a net book value of £79,105,000 in which the company has a beneficial interest, was transferred to the company from Virgin Media Television Rights Limited (formerly Flextech Rights Limited). An inter-company liability of the same amount was also created.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Ernst & Young LLP will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

Signed on behalf of the directors

R M Mackenzie

Rha

For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 26 October 2009

Statement of Directors' Responsibilities

Year ended 31 December 2008

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

Independent Auditor's Report to the Member of Living TV Limited

Year ended 31 December 2008

We have audited the company's financial statements for the year ended 31 December 2008 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 15. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's member in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to it in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

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

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

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

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

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

Basis of audit opinion

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

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

Independent Auditor's Report to the Member of Living TV Limited (continued)

Year ended 31 December 2008

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

Ernst & Young LLP

Ernst & Young LLP Registered Auditor London

26 October 2009

Profit and Loss Account

Year ended 31 December 2008

	Note	2008 £000	2007 £000
Turnover		97,266	84,783
Cost of sales		(81,474)	(65,275)
Gross profit		15,792	19,508
Distribution costs Administrative income		(13,228) 1,935	(12,632) 16,193
Operating profit	2	4,499	23,069
Attributable to: Operating (loss)/profit before exceptional items Exceptional items	2	(4,778) 9,277 4,499	$ \begin{array}{r} 1,756 \\ 21,313 \\ \hline 23,069 \end{array} $
Interest payable and similar charges	4	(1,262)	(1,309)
Profit on ordinary activities before taxation		3,237	21,760
Tax on profit on ordinary activities	5	-	-
Profit for the financial year	13	3,237	21,760

All of the activities of the company are classed as continuing.

Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit of £3,237,000 attributable to the shareholder for the year ended 31 December 2008 (2007 - profit of £21,760,000).

The notes on pages 10 to 15 form part of these financial statements.

Balance Sheet

31 December 2008

Fixed assets	Note	2008 £000	2007 £000
Tangible assets	6	_	_
Current assets Debtors due within one year	7	310,311	212,575
Creditors: Amounts falling due within one year	8	(282,135)	(229,836)
Net current assets/(liabilities)		28,176	(17,261)
Total assets less current liabilities		28,176	(17,261)
Creditors: Amounts falling due after more than one year	9	(42,200) (14,024)	<u>(17,261)</u>
Capital and reserves			
Called-up equity share capital	12	1 12	1 12
Share premium account Profit and loss account	13 13	(14,037)	(17,274)
Deficit	13	(14,024)	(17,261)

These financial statements were approved by the directors on 26 October 2009 and are signed on their behalf by:

N- U-X

R C Gale

For and on behalf of Virgin Media Directors Limited

Notes to the Financial Statements

Year ended 31 December 2008

1. Accounting policies

Accounting convention

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

Fundamental accounting concept

The financial statements have been prepared on the going concern basis because the ultimate parent undertaking has given the necessary assurances that sufficient resources will be made available, so that the company can meet its liabilities as and when they fall due, for at least twelve months from the date of approval of these financial statements.

Cash flow statement

The company has taken advantage of the exemption under FRS 1 (revised) not to prepare a cash flow statement as it is a subsidiary which is at least 90% controlled by the ultimate parent undertaking (see note 15).

Turnover

Turnover consists of net advertising revenue and subscriber fees excluding Value Added Tax, all of which is derived from operations in the United Kingdom. Advertising revenue is billed by a fellow subsidiary undertaking, Interactive Digital Sales Limited, acting as an agent on behalf of the company and is recognised in the period in which the advertising commercials or programmes are broadcast. Subscriber fees are recognised in the period during which the programming is provided.

Tangible fixed assets

Depreciation is provided on all tangible fixed assets, other than land, so as to write off the cost of a tangible fixed asset, less its estimated residual value, on a straight line basis over the useful economic life of that asset as follows:

Fixtures & Fittings

6 years

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for deferred tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold; and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the Financial Statements

Year ended 31 December 2008

1. Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. The resulting exchange differences are taken to the Profit and Loss Account.

Trade and other debtors

Trade and other debtors are stated at their recoverable amount. Provision is made when the amount receivable is not considered recoverable and the full amount is written off when the probability for recovery of a balance is assessed as being remote.

2. Operating profit

Operating profit is stated after charging/(crediting):

2008 £000	2007 £000
18	21
(9,277)	(21,313)
	£000 18 (9,277)

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may decrease or increase as a result of that review. The impairment review of inter-company indebtedness as at 31 December 2008 concluded that a release of the provision against amounts due from group undertakings totalling £9,277,000 should be made (2007 - release of £21,313,000). The primary drivers for the change in the provision were an intercompany debt restructure and the third party valuation of the underlying assets in the Virgin Media group as at 31 December 2008.

The company has corporate directors which receive no remuneration.

Certain expenses are specifically attributable to the company. Where costs are incurred by other group companies on behalf of the company, expenses are allocated to the company on a basis that, in the opinion of the directors, is reasonable.

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

3. Staff costs

Virgin Media Television Limited, a fellow group undertaking, employs most of the employees of the content segment of the Virgin Media group. Details of staff numbers and staff costs that include those of the company are disclosed in the financial statements of Virgin Media Television Limited. The company does not have any directly employed staff and is not charged an allocation of staff costs by Virgin Media Television Limited.

Notes to the Financial Statements

Year ended 31 December 2008

4.	Interest payable and similar charges		
	On amounts due to group undertakings Net foreign exchange gains	2008 £000 1,326 (64) 1,262	2007 £000 1,491 (182) 1,309
5.	Taxation		
	(a) Analysis of charge in the year		
	The tax charge is made up as follows: Current tax charge:	2008 £000	2007 £000
	Current tax on profit for the year	-	-
	Deferred tax: Origination and reversal of timing differences		-
	Total tax charge on profit on ordinary activities	-	-
	(b) Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activities for the year differs corporation tax in the UK. In 2008 the average tax rate was 28.50% (2007 - 30%)		dard rate of
	The difference between the effective statutory rate and the actual current to follows:	ax charge is re	econciled as
	Profit on ordinary activities before taxation	2008 £000 3,237	2007 £000 21,760
	Profit on ordinary activities multiplied by the rate of tax Expenses not deductible for tax purposes	1,471 147	6,528
	Income not taxable Group relief surrendered/(claimed) without payment	(2,644) 1,026	(6,385) (143)
	Total current tax (note 5(a))	-	-

Notes to the Financial Statements

Year ended 31 December 2008

5. Taxation (continued)

(c) Factors that may affect future tax charges

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.

	2008 £000	2007 £000
Depreciation in excess of capital allowances		8

The UK Corporation tax rate decreased from 30% to 28% from 1 April 2008. This rate change will affect the amount of future tax payments to be made by the company. The unprovided deferred tax assets reflect this change.

6. Tangible fixed assets

		I IAUG C	£000
	Cost		
	At 1 January 2008 and 31 December 2008		149
	Depreciation		
	At 1 January 2008 and 31 December 2008		149
	Net book value		
	At 31 December 2008		_
	At 31 December 2007		_
7.	Debtors		
		2008	2007
		£000	£000
	Amounts owed by group undertakings	303,823	207,699
	Prepayments and accrued income	6,488	4,876
		310,311	212,575
	Amounts owed by group undertakings are:-		
		2008	2007
		£000	£000
	Amounts owed by group undertakings	309,344	222,497
	Impairment provision	(5,521)	(14,798)
		303,823	207,699

Fixtures & Fittings

Notes to the Financial Statements

Year ended 31 December 2008

8. Creditors: Amounts falling due within one year

	2008	2007
	£000	£000
Loans advanced by group undertakings	~	41,268
Other amounts owed to group undertakings	278,404	184,588
Other creditors	281	316
Accruals and deferred income	3,450	3,664
	282,135	229,836

In the prior year, interest of £1,491,000 was charged for the year at a rate of 2% above the base rate of the National Westminster Bank plc.

Other amounts owed to group undertakings are unsecured, interest free and repayable on demand.

9. Creditors: Amounts falling due after more than one year

	2008	2007
	£000	£000
Amounts owed to group undertakings	42,200	-
Amounts owed to group undertakings are:-		
	2008	2007
		£000
Loans advanced by group undertakings	41,268	_
Other amounts owed to group undertakings	932	_
Total	42,200	
		

Loans advanced by group undertakings includes redeemable unsecured loan stock of £41,268,000 (2007 £39,777,000). Interest of £1,326,000 was charged for the year. The redeemable unsecured loan stock includes cumulative interest of £21,253,000 as at 31 December 2008 (2007 - £19,927,000). Interest is charged at a rate of 2% above the base rate of the National Westminster Bank plc. The accrued interest and loan stock may be repaid to group companies on certain dates after 31 December 2002 depending on certain criteria with respect to the liquidity of the company being met.

Other amounts owed to group undertakings are unsecured, interest free and repayable on demand but are not expected to be repaid in full within five years.

10. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks under which it has guaranteed the amount outstanding, which as at 31 December 2008 amounted to approximately £4,289 million (2007 - £4,905 million). Borrowings under the facility are secured against the assets of certain members of the group including those of the company.

On 3 June 2009 and 21 July 2009 Virgin Media Finance PLC, a parent undertaking, issued 9.5% Senior Notes due in 2016. The proceeds of the issues, together with existing cash balances, were used to repay £1,012.1 million of the Virgin Media group's obligations under its senior credit facility.

The company has joint and several liabilities under a group VAT registration.

Notes to the Financial Statements

Year ended 31 December 2008

11. Related party transactions

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

12. Share capital

Authorised share capital:

136,000 Ordinary shares of £0.01 each			2008 £000 1	2007 £000 1
Allotted, called up and fully paid:				
	2008	6000	2007	0000
Ordinary shares of £0.01 each	No 136,000	£000 1	No 136,000	£000 1

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

	61	Share premium	Profit and loss	Total share-
	Share capital	account	account	holder's funds
	000£	£000	£000	000£
At 1 January 2007	1	12	(39,034)	(39,021)
Profit for the year	_	_	21,760	21,760
				
At 31 December 2007 and				
1 January 2008	1	12	(17,274)	(17,261)
Profit for the year	_	-	3,237	3,237
At 31 December 2008	1	12	(14,037)	(14,024)

14. Post balance sheet event

During 2009, programming stock with a net book value of £79,105,000 in which the company has a beneficial interest was transferred to the company from Virgin Media Television Rights Limited (formerly Flextech Rights Limited). An inter-company liability of the same amount was also created.

15. Parent undertaking and controlling party

The company's immediate parent undertaking is Flextech Broadcasting.

The smallest and largest groups of which the company is a member and for which group accounts have been drawn up are those headed by Virgin Media Finance PLC and Virgin Media Inc., respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2008 was Virgin Media Inc., a company incorporated in the state of Delaware, United States of America.

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