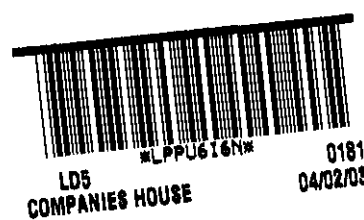


# **General Cable Investments Limited**

## **Directors' report and financial statements**

**31 December 2001**

**Registered number 2885920**



# General Cable Investments Limited

## Directors' report and financial statements

<i>Contents</i>	<i>Page</i>
Company information	2
Directors' report	3 - 4
Report of the auditors	5 - 6
Profit and loss account	7
Balance sheet	8
Notes	9 - 12

# General Cable Investments Limited

## *Company Information*

**Directors:** C J Burdick  
S S Cook

**Secretary:** C Burns

**Registered Office:** Genesis Business Park  
Albert Drive  
Woking  
Surrey  
GU21 5RW

**Auditors:** KPMG Audit Plc  
PO Box 695  
8 Salisbury Square  
London EC4Y 8BB

**Solicitors:** Freshfields  
65 Fleet Street  
London EC4Y 1HS

Weil, Gotshal & Manges LLP  
One South Place  
London EC2M 2WG

# General Cable Investments Limited

## **Directors' report for the year ended 31 December 2001**

The directors present their annual report and the audited financial statements for the year ended 31 December 2001.

### **Principal activities and review of the business**

During the year the Company continued activities as an investment company in the UK cable communications industry and intends to continue its principal activities for the foreseeable future.

### **Results and dividends**

The profit and loss account for the year is set out on page 7. During the year the final dividends were paid on the fixed rate cumulative redeemable preference shares. No ordinary dividend is proposed by the directors (2000: *£nil*) and the directors recommend that the retained profit of £799,604 (2000: *£189,024 loss*) be transferred to reserves.

### **Directors and directors' interests**

The directors of the company during and subsequent to the year were as follows:-

C J Burdick  
S S Cook

The directors holding office at the year end had no disclosable interest in the shares of the Company or any other fellow subsidiary undertakings at any time during the year. The interests of C J Burdick and S S Cook in the ordinary share capital of Telewest Communications plc at 31 December 2001 and the beginning of the year, or date of appointment, are shown in the directors' report attached to the financial statements of Telewest Communications plc.

Save as disclosed above, no rights to subscribe for shares in the Company or any other fellow subsidiary undertakings were granted to any of the directors, or their immediate families, or exercised by them, during the financial year.

# General Cable Investments Limited

## Directors' report (continued)

### Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 financial statements, 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 financial statements; and
- 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 maintaining 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 financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

### Subsequent events

Telewest Communications plc is currently negotiating a group financial restructuring and is seeking to exchange bond debt for equity. See note 1.

### Auditors

A resolution to reappoint the retiring auditors, KPMG Audit Plc, and to authorise the directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the board



**C Burns**  
Company Secretary

Genesis Business Park  
Albert Drive  
Woking  
Surrey  
GU21 5RW

31 January 2003

# General Cable Investments Limited

## **Report of the auditors to the members of General Cable Investments Limited**

We have audited the financial statements on pages 7 to 12.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 4, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, 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 other information accompanying the financial statements and consider whether it is consistent with those statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

### **Basis of opinion**

We conducted our audit in accordance with 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 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.

# General Cable Investments Limited

## **Report of the auditors to the members of General Cable Investments Limited (Continued)**

### **Fundamental uncertainty – going concern and inter company debt**

*In forming our opinion, we have considered the adequacy of the disclosures made in Note 1 to the financial statements concerning the fundamental uncertainty over the future funding of the company, which is dependent upon continuing support from the company's ultimate shareholder, Telewest Communications plc ("the Group"). The Group is currently negotiating a financial restructuring and is seeking to exchange bond debt for equity. The outcome of these negotiations will determine the level of support available to the company.*

*Given the Group's involvement in financial restructuring proceedings and the general decline in telecommunications and media valuations, uncertainty exists concerning the recoverability of inter-company debt.*

*In view of the significance of these uncertainties, we consider that they should be drawn to your attention but our opinion is not qualified in this respect.*

### **Opinion**

*In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.*

*Vikram G. Arora Plc*

**KPMG Audit Plc**  
*Chartered Accountants*  
*Registered Auditor*

PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

31 January 2003

# General Cable Investments Limited

## Profit & loss account for the year ended 31 December 2001

	Notes	2001 £	2000 £
Interest receivable and similar income	3	799,604	2,241,696
<b>Profit on ordinary activities before and after Taxation</b>		<b>799,604</b>	<b>2,241,696</b>
Non-equity dividends and appropriations	4	-	(2,430,720)
<b>Retained profit/(loss) for the financial year</b>	10	<b>799,604</b>	<b>(189,024)</b>

The company has no recognised gains or losses other than those included in the profit and loss account and therefore no separate statement of total recognised gains and losses has been presented. All income and expenditure arose in connection with continuing operations.

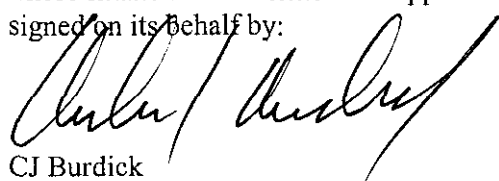


# General Cable Investments Limited

## Balance sheet at 31 December 2001

	Notes	2000 £	2001 £
<b>Fixed assets</b>			
Investments	7	21,838	21,838
<b>Net current assets</b>		<u>21,838</u>	<u>21,838</u>
<b>Debtors: amounts falling due after more than one year</b>	8	104,205,410	103,405,806
<b>Net assets</b>		<u>104,227,248</u>	<u>103,427,644</u>
<b>Share capital and reserves</b>			
Called up share capital	9	100,000,002	100,000,002
Profit and loss account	10	4,227,246	3,427,642
		<u>104,227,248</u>	<u>103,427,644</u>
<b>Equity shareholders' funds</b>		<u>104,227,248</u>	<u>103,427,644</u>
<b>Total shareholders' funds</b>	11	<u>104,227,248</u>	<u>103,427,644</u>

These financial statements were approved by the board of directors on 31 January 2003 and were signed on its behalf by:



CJ Burdick  
Director