

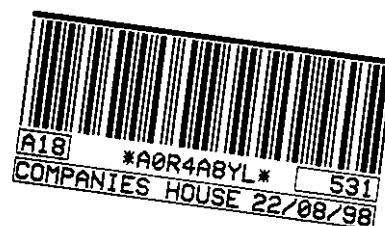


**CENTRAL CABLE COMMUNICATIONS
LIMITED**

Report and Financial Statements

31 December 1997

**Deloitte & Touche
Colmore Gate
2 Colmore Row
Birmingham
B3 2BN**



**REPORT AND FINANCIAL STATEMENTS 1997**

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REPORT AND FINANCIAL STATEMENTS 1997

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J W Darkin

D J Smith

F Webb

P Hall

SECRETARY AND REGISTERED OFFICE

D J Smith

Cablephone House

Small Heath Business Park

Talbot Way

Birmingham

B10 OHG

AUDITORS

Deloitte & Touche

Chartered Accountants

Colmore Gate

2 Colmore Row

Birmingham

B3 2BN



DIRECTOR'S REPORT

The directors present their annual report and the financial statements for the year ended 31 December 1997.

ACTIVITIES

The company has not traded during the year and consequently a profit and loss account has not been prepared.

DIRECTORS AND DIRECTOR'S INTERESTS

The directors who served during the year were:

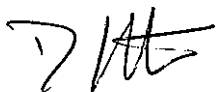
J W Darkin
D J Smith
F Webb (appointed 1 February 1997)
P Hall (appointed 6 May 1998)

None of the directors at 31 December 1997 had any interests in this company or other group companies.

AUDITORS

A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



D J Smith
Secretary

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 as at the end of the financial year and of the profit or loss of the company for that year. 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
- 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 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. 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.



Chartered Accountants

Deloitte & Touche
Colmore Gate
2 Colmore Row
Birmingham B3 2BN

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Fax (Gp. 3): 0121 695 5311

AUDITORS' REPORT TO THE MEMBERS OF

CENTRAL CABLE COMMUNICATIONS LIMITED

We have audited the financial statements on pages 5 and 6 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

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.

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 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte + Touche

Chartered Accountants and Registered Auditors

29 July 1998



BALANCE SHEET
31 December 1997

	Note	1997 £	1996 £
CURRENT ASSETS			
Amounts owed by parent company		<u>2</u>	<u>2</u>
CAPITAL			
Called up equity share capital	3	<u>2</u>	<u>2</u>

The company was dormant throughout the year.

This balance sheet was approved by the Board of Directors on 17 June 1998.

Signed on behalf of the board



D J Smith

Director

NOTES TO THE ACCOUNTS
Period ended 31 December 1997

1. ACCOUNTING POLICY

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

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and consequently no profit and loss account has been prepared.

3. CALLED UP SHARE CAPITAL

	1997 £	1996 £
Authorised		
1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
	<u> </u>	<u> </u>
Allotted and fully paid		
2 Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>

4. ULTIMATE PARENT COMPANY

The ultimate parent company is Birmingham Cable Corporation Limited, a company registered in England and Wales. Copies of the group financial statements of Birmingham Cable Corporation Limited are available from The Registrar, Companies House, Crown Way, Maundy, Cardiff, CF1 3UZ.