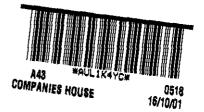
Report and Accounts

31 December 2000



Registered No. 3016595

DIRECTORS

S A Carter R M Mackenzie **S** Ross

SECRETARY

R M Mackenzie

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 2000.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company is dormant and did not trade in the year ended 31 December 2000.

DIRECTORS AND THEIR INTERESTS

The directors during the year were as follows:

S A Carter

(appointed 1 December 2000)

R M Mackenzie

5 Ross

(appointed 1 November 2000)

D W Kelham

(resigned 1 December 2000) (resigned 1 December 2000)

L Wood

No director had any interest in the share capital of the company.

One director exercised share options in NTL Incorporated during the year.

By order of the board

R M Mackenzie

Secretary secretary 12 CLOBER 2001

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; 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.

BALANCE SHEET at 31 December 2000

	Notes	2000 £	1999 £
CURRENT ASSETS Debtors	3	2	2
		====	=====
CAPITAL AND RESERVES - EQUITY			
Called up share capital	4	2	2

The company was a dormant company within the meaning of section 250 of the Companies Act 1985 throughout the accounting period ending at the date of this balance sheet.

R M Mackenzie Director 12 OCAOBER 2001

NOTES TO THE ACCOUNTS at 31 December 2000

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.

DEBTORS

	2000 £	1999 £
Amounts owed by group companies	2 ======	2

4. SHARE CAPITAL

		Authorised		Allotted, called up and fully paid	
	2000	1999	2000	1999	
	No.	No.	£	£	
Ordinary shares of £1 each	1,000	1,000	2	2	
				=======================================	

5. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is ntl Group Limited.

The company's results are included in the group accounts of ntl Communications Limited, copies of which are available from its registered office: NTL House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP

In the director's opinion, the ultimate parent undertaking and controlling party is NTL Incorporated, a company incorporated in the State of Delaware, United States of America. Copies of its group accounts, which include the company, are available from the Secretary, NTL Incorporated, 110 East 59th Street, 26th Floor, New York, NY 10022, USA.