

Registered No. 3074517

ntl (EASTBOURNE AND HASTINGS) LIMITED

Report and Accounts

31 December 2004



# ntl (Eastbourne and Hastings) Limited

---

Registered No. 3074517

## **DIRECTORS**

ntl Directors Limited  
ntl Secretaries Limited

## **COMPANY SECRETARY**

ntl Secretaries Limited

## **REGISTERED OFFICE**

ntl House  
Bartley Wood Business Park  
Bartley Way  
Hook  
Hampshire RG27 9UP

## DIRECTORS REPORT

The directors present their report and the unaudited accounts for the year ended 31 December 2004.

### PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company has not traded since incorporation and will remain dormant for the foreseeable future. The expenses of the company have been met by a group undertaking.

### DIRECTORS AND THEIR INTERESTS

The directors during the year ended 31 December 2004 and thereafter were as follows:

R M Mackenzie	(resigned 1 October 2004)
S Schubert	(resigned 1 October 2004)
ntl Directors Limited	(appointed 1 October 2004)
ntl Secretaries Limited	(appointed 1 October 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 of the company.

### COMPANY SECRETARY

On 24 March 2004, G E James was appointed joint company secretary and resigned on 1 October 2004. On 1 October 2004, Robert Mackenzie resigned as joint company secretary and ntl Secretaries Limited was appointed as company secretary.

By order of the Board



R M Mackenzie  
For and on behalf of ntl Secretaries Limited

31 January 2005

# ntl (Eastbourne and Hastings) Limited

## BALANCE SHEET


at 31 December 2004

		31 December 2004	31 December 2003
	Note	£	£
<b>CURRENT ASSETS</b>			
Amounts owed by parent undertaking		1	1
		<u>          </u>	<u>          </u>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	3	1	1
		<u>          </u>	<u>          </u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>		1	1
		<u>          </u>	<u>          </u>

The directors are satisfied that the Company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that members have not required the Company to obtain an audit in accordance with section 249B(2) of the Act.

The directors acknowledge their responsibility for:

- (a) ensuring that the Company keeps proper accounting records which comply with Section 221 of the Companies Act 1985; and
- (b) preparing accounts 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 its profit or loss for the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the Company.



R M Mackenzie  
For and on behalf of ntl Directors Limited

31 January 2005

## NOTES TO THE ACCOUNTS

at 31 December 2004

### 1. ACCOUNTING POLICIES

#### *Accounting convention*

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

### 2. PROFIT AND LOSS ACCOUNT

The company had neither income nor expenditure during the year. Accordingly, no profit and loss account has been prepared.

### 3. SHARE CAPITAL

	<i>31 December</i>	<i>31 December</i>
	<i>2004</i>	<i>2003</i>
	<i>£</i>	<i>£</i>
Authorised:		
100 ordinary shares of £1 each	100	100
	<u>          </u>	<u>          </u>
Called up, allotted and fully paid:		
1 ordinary share of £1 each	1	1
	<u>          </u>	<u>          </u>

### 4. 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 2004 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £2,165 million (2003 - £2,785 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

### 5. ULTIMATE PARENT UNDERTAKING AND CONTROLLING UNDERTAKING

The immediate parent undertaking of the company is ntl (B) Limited.

The smallest group in which the results of the company are consolidated is that of which ntl Communications Limited is the parent undertaking. The group accounts of ntl Communications Limited may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

In the Directors' opinion, the ultimate parent undertaking and controlling party is NTL Incorporated, a company incorporated in the state of Delaware USA.

Copies of its group accounts, which include the company, are available from the Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.