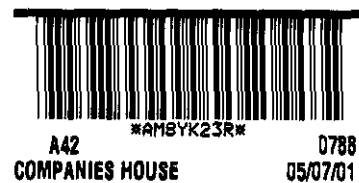


Eurobell (No.2) Limited

Directors' report and financial statements

31 December 2000

Registered number 3405634



Eurobell (No.2) Limited

Directors' report and financial statements

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Eurobell (No.2) Limited

Directors' report

The directors present their annual report and the financial statements for the year ended 31 December 2000.

Principal activities

The company did not trade during the year nor did it incur any expenditure and, accordingly, it made neither a profit nor a loss.

Directors

The following were directors of the company during the year and up to the date of this report:

C J Burdick	(appointed 1 November 2000)
S S Cook	(appointed 1 November 2000)
D Thomas	(appointed 1 December 2000)
P Z Freedman	(appointed 1 December 2000)
Dr K Hofmann	(appointed 13 April 2000, resigned 1 November 2000)
M J Laqua	(resigned 18 December 2000)
A S Cornish	(resigned 29 March 2000)
R N Barnes	(resigned 30 May 2000)

At 31 December 2000, C J Burdick and S S Cook were directors of Telewest Communications plc and D Thomas and P Z Freedman were directors of Eurobell (Holdings) PLC. Their interests in the ordinary share capital of Telewest Communications plc at 31 December 2000 and the beginning of the year or date of appointment are disclosed in the directors' report attached to the financial statements of those companies.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss 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;
- 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 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.

Eurobell (No.2) Limited

Directors' report (*continued*)

Auditors

Pursuant to Section 366A of the Companies Act 1985, the company passed an elective resolution on 22 July 1997 dispensing with the requirements to hold Annual General Meetings and a special resolution exempting the company from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.

By order of the board



C Burns
Secretary

Eurobell House
Churchill Court
Manor Royal
CRAWLEY
West Sussex
RH10 9EB

22 March 2001

Eurobell (No.2) Limited

Balance sheet

at 31 December 1999

	Note	2000 £	1999 £
Current assets			
Amounts due from parent undertaking		1 ===	1 ===
Capital and reserves			
Share capital	2	1 ===	1 ===

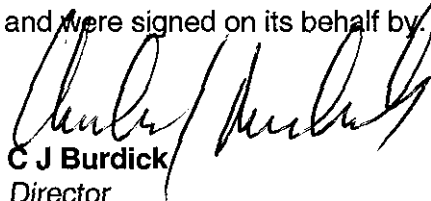
For the year ended 31 December 2000 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i. ensuring the company keeps accounting records which comply with section 221.
- ii. 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, and which otherwise comply with the requirements of the Companies Acts relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 22 March 2001 and were signed on its behalf by:



C J Burdick
Director

Eurobell (No.2) Limited

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

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

2 Called up share capital

	2000 £	1999 £
Authorised		
100 ordinary shares of £1 each	100	100
	===	===
Allotted, called up and fully paid		
1 ordinary share of £1 each	1	1
	===	===

3 Reconciliation of movement in shareholders' funds

	2000 £	1999 £
Opening and closing shareholders' funds	1	1
	===	===

4 Ultimate parent undertaking

The company is a wholly owned subsidiary of Eurobell Limited. The largest group in which the results of the company are consolidated is that headed by Telewest Communications plc.

On 1 November 2000 Telewest Communications plc purchased Eurobell (Holdings) PLC from Deutsche Telekom AG and became the ultimate parent undertaking of the group of undertakings of which Eurobell (No.2) Limited is a member.

Copies of the consolidated financial statements of Eurobell (Holdings) PLC are available from Eurobell House, Churchill Court, Manor Royal, Crawley, West Sussex RH10 9EB.

Copies of the consolidated financial statements of Telewest Communications plc are available from The Company Secretary, Telewest Communications plc, Genesis Business Park, Albert Drive, Woking, Surrey, GU21 5RW. No other group financial statements include the results of the company.