

**Telewest Communications Holdco Limited**  
**Financial Statements**  
**31 December 2010**

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# **Telewest Communications Holdco Limited**

## **Financial Statements**

**Year ended 31 December 2010**

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# **Telewest Communications Holdco Limited**

## **Company Information**

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### **The board of directors**

R C Gale  
R M Mackenzie

### **Company secretary**

G E James

### **Registered office**

Bartley Wood Business Park  
Hook  
Hampshire  
HG27 9UP

### **Auditor**

Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

# **Telewest Communications Holdco Limited**

## **The Directors' Report**

**Year ended 31 December 2010**

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The directors present their report and the financial statements of the company for the year ended 31 December 2010

### **Principal activities**

The principal activity of the company was, and will continue to be, that of a holding company. The material investments of the company are shown in note 6. The investment in the subsidiary companies remains fully impaired due to those companies having net liabilities.

The company is a wholly owned subsidiary undertaking of Virgin Media Inc. The Virgin Media group is a leading provider of entertainment and communications services in the UK, offering "quad-play" television, broadband internet, fixed line telephony and mobile telephony services.

As at 31 December 2010, the Virgin Media group provided services to approximately 4.8 million residential cable customers on its network. The group is also one of the UK's largest mobile virtual network operators by number of customers and at 31 December 2010 provided mobile telephone services to approximately 1.9 million prepaid mobile customers and approximately 1.2 million contract mobile customers over third party networks. As of 31 December 2010, approximately 63.0% of residential customers on the group's cable network were "triple play" customers, receiving broadband internet, television and fixed line telephone services from the group and approximately 11.8% were "quad play" customers, also receiving the group's mobile telephone services.

The Virgin Media group believes that its advanced, deep fibre access network enables it to offer faster and higher quality broadband services than its digital subscriber line, or DSL, competitors. As a result it provides its customers with a leading next generation broadband service and one of the most advanced television on-demand services available in the UK market.

In addition, the Virgin Media group provides a complete portfolio of voice, data and internet solutions to businesses, public sector organisations and service providers in the UK through Virgin Media Business (formerly ntl Telewest Business). The Virgin Media group also has an interest in the UKTV television channels through its joint ventures with BBC Worldwide.

The Virgin Media group sold its television channel business known as Virgin Media TV on 12 July 2010.

### **Results and dividends**

The loss for the financial year amounted to £288,000 (2009 - loss of £140,000). The directors have not recommended an ordinary dividend (2009 - £nil).

# Telewest Communications Holdco Limited

## The Directors' Report *(continued)*

Year ended 31 December 2010

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### Directors

The directors who served the company during the year were as follows

R C Gale	(Appointed 30 April 2010)
R M Mackenzie	(Appointed 30 April 2010)
Virgin Media Directors Limited	(Resigned 30 April 2010)
Virgin Media Secretaries Limited	(Resigned 30 April 2010)

Virgin Media Inc has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

### Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

### Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Small company provisions

The directors' report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Signed on behalf of the directors



R M Mackenzie  
Director

Approved by the directors on 24 June 2011

# **Telewest Communications Holdco Limited**

## **Statement of Directors' Responsibilities**

**Year ended 31 December 2010**

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The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgments and estimates that are reasonable and prudent,
- state whether applicable UK 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

# **Telewest Communications Holdco Limited**

## **Independent Auditor's Report to the Member of Telewest Communications Holdco Limited**

**Year ended 31 December 2010**

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We have audited the financial statements of Telewest Communications Holdco Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's member, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## Telewest Communications Holdco Limited

Independent Auditor's Report to the Member of Telewest Communications Holdco Limited *(continued)*

Year ended 31 December 2010

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### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

*Ernst & Young LLP*

J I Gordon (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

24 June 2011



# Telewest Communications Holdco Limited

## Profit and Loss Account

Year ended 31 December 2010

	Note	2010 £000	2009 £000
Administrative expenses		(290)	(144)
<b>Operating loss</b>	<b>2</b>	<b>(290)</b>	<b>(144)</b>
Attributable to Exceptional item	2	(290)	(144)
Interest receivable	4	2	4
<b>Loss on ordinary activities before taxation</b>		<b>(288)</b>	<b>(140)</b>
Taxation on loss on ordinary activities	5	—	—
<b>Loss for the financial year</b>		<b>(288)</b>	<b>(140)</b>

The company has no other gains or losses and therefore no separate statement of total recognised gains or losses is presented

All results relate to continuing operations

The notes on pages 9 to 15 form part of these financial statements.

**Telewest Communications Holdco Limited****Balance Sheet****31 December 2010**

	Note	2010 £000	2009 £000
<b>Fixed assets</b>			
Investments	6	—	—
<b>Current assets</b>			
Debtors due within one year	7	125,865	—
Debtors due after one year	7	—	126,155
Cash at bank		864	860
		<u>126,729</u>	<u>127,015</u>
<b>Creditors: Amounts falling due within one year</b>	8	<u>(3,082)</u>	<u>—</u>
<b>Net current assets</b>		<u>123,647</u>	<u>127,015</u>
<b>Total assets less current liabilities</b>		<u>123,647</u>	<u>127,015</u>
<b>Creditors: Amounts falling due after more than one year</b>	9	<u>—</u>	<u>(3,080)</u>
<b>Net assets</b>		<u>123,647</u>	<u>123,935</u>
<b>Capital and reserves</b>			
Called-up equity share capital	12	374,777	374,777
Profit and loss account	13	(251,130)	(250,842)
<b>Total shareholder's funds</b>	13	<u>123,647</u>	<u>123,935</u>

These financial statements were approved by the directors on 24 June 2011 and are signed on their behalf by



R C Gale  
Director

The notes on pages 9 to 15 form part of these financial statements.

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

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### 1. Accounting policies

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below.

#### *Basis of accounting*

The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006, and applicable UK accounting standards.

#### *Group accounts*

The company has taken advantage of the exemption from preparing group accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company incorporated in the United Kingdom which prepares group accounts (see note 13). These financial statements therefore present information about the company as an individual undertaking and not about its group.

#### *Investments*

Investments are recorded at cost, less any provision for impairment. The company assesses at each reporting date whether there is an indication that an investment may be impaired. If any such indication exists, the company makes an estimate of the asset's recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. A previously recognised impairment loss is reversed only if there was an event not foreseen in the original impairment calculations, such as a change in use of the assets or a change in economic conditions. The reversal of impairment loss would be to the extent of the lower of the recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

#### *Cashflow*

The company is exempt from publishing a cash flow statement as permitted by FRS 1 "Cash flow statements (revised 1996)", as it is a wholly owned subsidiary of its ultimate parent company, Virgin Media Inc.

#### *Deferred taxation*

Deferred tax is recognised, as appropriate, in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for deferred tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold, and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 1. Accounting policies (continued)

#### *Trade and other debtors*

Trade and other debtors are stated at their recoverable amount. Provision is made when the amount receivable is not considered recoverable and the full amount is written off when the probability for recovery of a balance is assessed as being remote.

### 2. Operating loss

Operating loss is stated after charging

	2010	2009
	£000	£000
Increase in provision against amounts owed by group undertakings	290	144

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may decrease or increase as a result of that review. For the year ended 31 December 2010, there was an increase in the provision of £290,000 (2009 - £144,000).

Auditor's remuneration of £1,000 (2009 - £1,000) represents costs allocated to the company by fellow group undertakings that pay all auditor's remuneration on behalf of the Virgin Media group.

The company had corporate directors until 30 April 2010, which received no remuneration. On 30 April 2010 new directors were appointed. The directors received remuneration for the year of £333 in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited.

### 3. Staff costs

The company does not have any directly employed staff and is not charged an allocation of staff costs by the Virgin Media group.

### 4. Interest receivable

	2010	2009
	£000	£000
Bank interest receivable	2	4

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 5. Taxation on loss on ordinary activities

#### (a) Analysis of charge in the year

The tax charge is made up as follows

	2010 £000	2009 £000
<b>Current tax charge:</b>		
Current tax on loss for the year	-	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	-
	<u>-</u>	<u>-</u>
Total tax charge on loss on ordinary activities	<u>-</u>	<u>-</u>

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2009 - 28%)

The difference between the effective statutory rate and the actual current tax charge is reconciled as follows

	2010 £000	2009 £000
Loss on ordinary activities before taxation	(288)	(140)
Loss on ordinary activities multiplied by rate of tax	(81)	(39)
Utilisation of tax losses and other deductions	-	(1)
Expenses not deductible for tax purposes	81	40
Total current tax (note 5(a))	<u>-</u>	<u>-</u>

#### (c) Factors that may affect future tax charges

Deferred tax assets in respect of the following amounts have not been recognised as there is currently no persuasive evidence that there will be suitable taxable profits against which these timing differences will reverse

	2010 £000	2009 £000
Tax losses	<u>93</u>	<u>96</u>

#### (d) Change in tax rate

As at 31 December 2010 the enacted UK corporation tax rate scheduled to take effect in April 2011 was 27%. A rate reduction to 26% was enacted under the Provisional Collection of Taxes Act in March 2011 with effect from 1 April 2011, and further rate reductions were announced, to be introduced in annual decrements to reduce the rate to 23%. These rate changes will affect the amount of future tax payments to be made by the company. The unprovided deferred tax assets have been calculated using the enacted rates as at 31 December 2010.

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 6. Investments

	Subsidiary undertakings
	£000
<b>Cost</b>	
At 1 January 2010 and 31 December 2010	<u>12,911</u>
<b>Amounts written off</b>	
At 1 January 2010 and 31 December 2010	<u>12,911</u>
<b>Net book value</b>	
At 31 December 2010 and 31 December 2009	<u>-</u>

The company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to disclose the aggregate amount of capital and reserves and the result for the year for each of the subsidiary undertakings on the basis that their results are included in the group accounts of Virgin Media Finance PLC (see note 13)

The company has taken advantage of Section 405(2) of the Companies Act 2006 and disclosed only those investments whose results or financial position materially affected the figures shown in the company's annual financial statements

All of the material investments in which the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are dormant except for

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Holdings</i>	<i>Proportion Held</i>	<i>Nature of Business</i>
Rapid Travel Solutions Limited	UK	Ordinary	100%	Software development
Flextech Homeshopping Limited	UK	Ordinary	80%	Holding

Take Four BV , a company incorporated in the Netherlands, was dissolved on 4 March 2010

### 7. Debtors

	2010	2009
	£000	£000
Amounts owed by group undertakings	<u>125,865</u>	<u>126,155</u>

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 7. Debtors (continued)

The debtors above include the following amounts falling due after more than one year

	2010 £000	2009 £000
Amounts owed by group undertakings	-	126,155

Amounts owed by group undertakings are -

	2010 £000	2009 £000
Loans advanced to group undertakings	130,657	130,657
Impairment provision	(4,792)	(4,502)
	<u>125,865</u>	<u>126,155</u>

Loans advanced to group undertakings are interest free and are repayable on demand but are not expected to be repaid in full within one year

In 2009 these amounts were disclosed as falling due after one year

### 8. Creditors: Amounts falling due within one year

	2010 £000	2009 £000
Amounts owed to group undertakings	<u>3,082</u>	-

Amounts owed to group undertakings are unsecured, interest free and include an amount of £3,080,000 classified as due after more than one year in 2009. Technically these amounts are repayable on demand as they do not include an unconditional right to defer payment, so have been included in creditors falling due within one year in 2010. The directors are of the opinion that, in the ordinary course of business, repayment within such a time scale would not be required.

### 9. Creditors: Amounts falling due after more than one year

	2010 £000	2009 £000
Amounts owed to group undertakings	-	<u>3,080</u>

Amounts owed to group undertakings are -

	2010 £000	2009 £000
Loans advanced by group undertakings	-	1,535
Other amounts owed to group undertakings	-	1,545
Total	<u>-</u>	<u>3,080</u>

Amounts owed by group undertakings are unsecured and interest free

# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 10. Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks. As at 31 December 2010 this comprised a term facility of £1,675 million and a revolving facility of £250 million. Borrowings under the facility are secured against the assets of certain members of the group including those of the company.

In addition, a fellow group undertaking has issued senior secured notes which, subject to certain exceptions, share the same guarantees and security which have been granted in favour of the senior credit facility. The amount outstanding under the senior secured notes at 31 December 2010, amounted to approximately £1,495 million (2009 - £nil). Borrowings under the notes are secured against the assets of certain members of the group including those of the company.

On 3 March 2011 Virgin Media Secured Finance PLC, a fellow group undertaking, issued £957 million equivalent aggregate principal amount of senior secured notes due in 2021. The notes are split into a \$500 million US dollar denominated tranche and a £650 million sterling denominated tranche. The notes will rank pari passu with Virgin Media's senior secured credit facility and its existing senior secured notes due in 2018 and, subject to certain exceptions, share in the same guarantees and security granted in favour of its senior secured credit facility and its existing senior secured notes due in 2018. The net proceeds from the issuance of the senior secured notes were in part used to repay £900 million of the group's obligations under its senior secured credit facility.

On 20 May 2011, the senior secured credit facility was amended to reduce the margins payable, reduce the outstanding loan balance by £25 million and increase the revolving credit facility from £250 million to £450 million.

The company has joint and several liabilities under a group VAT registration.

### 11. Related party transactions

In accordance with the exemptions offered by FRS 8 "Related Party disclosures" there is no disclosure in these financial statements of transactions with entities that are part of Virgin Media Inc., and its subsidiaries (see note 13).

### 12. Share capital

#### Authorised share capital:

	2010	2009
	£000	£000
374,776,689 Ordinary shares of £1 each	<u>374,777</u>	<u>374,777</u>

#### Allotted, called up and fully paid:

	2010		2009	
	No	£000	No	£000
Ordinary shares of £1 each	<u>374,776,689</u>	<u>374,777</u>	<u>374,776,689</u>	<u>374,777</u>



# Telewest Communications Holdco Limited

## Notes to the Financial Statements

Year ended 31 December 2010

### 12. Reconciliation of shareholder's funds and movement on reserves

	Share capital	Profit and loss account	Total share- holder's funds
	£000	£000	£000
At 1 January 2009	374,777	(250,702)	124,075
Loss for the year	—	(140)	(140)
At 31 December 2009 and 1 January 2010	374,777	(250,842)	123,935
Loss for the year	—	(288)	(288)
At 31 December 2010	<u>374,777</u>	<u>(251,130)</u>	<u>123,647</u>

### 13. Parent undertaking and controlling party

The company's immediate parent undertaking is the Telewest UK Limited

The smallest and largest groups of which the company is a member and into which the company's accounts are consolidated are Virgin Media Finance Plc & Virgin Media Inc , respectively

The company's ultimate parent undertaking and controlling party at 31 December 2010 was Virgin Media Inc , a company incorporated in the state of Delaware, United States of America

Copies of all sets of group accounts which include the results of the company are available from the company secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP