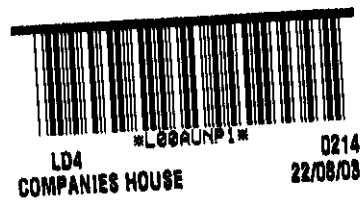


Registered No. 3823436

ntl RADIO SERVICES LIMITED

Report and Accounts

31 December 2001



ntl Radio Services Limited

Registered No. 3823436

DIRECTORS

D Anthony

R M Mackenzie

SECRETARY

R M Mackenzie

DEPUTY COMPANY SECRETARY

G E James

AUDITORS

Ernst & Young LLP

Becket House

1 Lambeth Palace

London SE1 7EU

REGISTERED OFFICE

ntl House

Bartley Wood Business Park

Hook

Hampshire RG27 9UP

DIRECTORS' REPORT

The directors present their annual report and accounts for the year to 31 December 2001.

RESULTS AND DIVIDENDS

The loss for the year, after taxation was £524,000 (nine month period to 31 December 2000, loss – £786,000). The directors do not recommend the payment of a dividend (nine month period to 31 December 2000 – £nil).

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company provides digital radio broadcasting services.

On 8 May 2002, NTL Incorporated, the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, filed a "pre-arranged" joint reorganisation plan under Chapter 11 of the United States Bankruptcy Code (the "Plan"). NTL Incorporated's operating subsidiaries (including the company) were not included in the Chapter 11 filing. On 5 September 2002, the US Bankruptcy Court confirmed the Plan and the Plan was consummated on 10 January 2003. Pursuant to the Plan NTL was split into two separate companies, NTL Incorporated (previously NTL Communications Corp), holding NTL's main UK and Ireland assets (including the company) (referred to as "New NTL"), and NTL Europe, Inc. (previously NTL Incorporated), holding NTL's continental European and certain other assets (referred to as "NTL Euroco").

DIRECTORS AND THEIR INTERESTS

The directors who served during the year ended 31 December 2001, and thereafter are detailed below:

R M Mackenzie

G R Stuart (resigned 10 June 2002)

D Anthony (appointed 10 June 2002)

The directors had no interest in the share capital 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.

AUDITORS

Ernst & Young LLP will remain in office as the company's auditor in accordance with the elective resolution passed by the Company under section 386 of the Companies Act 1985.

By order of the Board



R M Mackenzie
Secretary

21 July 2003

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.

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF NTL RADIO SERVICES LIMITED

We have audited the company's accounts for the year ended 31 December 2001, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 11. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statements of Directors' Responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London

21 July 2003

ntl Radio Services Limited

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2001

		<i>Nine month</i>	
		<i>Year ended period ended</i>	
		<i>31 December 31 December</i>	
		<i>2001</i>	<i>2000</i>
	<i>Notes</i>	<i>£'000</i>	<i>£'000</i>
Other operating expenses		(524)	(786)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(524)</u>	<u>(786)</u>
Taxation	4	-	-
LOSS FOR THE FINANCIAL YEAR / PERIOD	9	<u>(524)</u>	<u>(786)</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains and losses other than those reflected in the profit and loss account for the year ended 31 December 2001 and period ended 31 December 2000.

ntl Radio Services Limited

BALANCE SHEET

At 31 December 2001

		31 December 2001 £'000	31 December 2000 £'000
	Notes		
CURRENT ASSETS			
Bank and cash		70	92
Debtors	5	281	49
		<u>351</u>	<u>141</u>
CREDITORS: amounts falling in less than one year	6	(227)	-
		<u>124</u>	<u>141</u>
NET CURRENT ASSETS			
CREDITORS: amounts falling due after more than one year	7	(1,433)	(926)
		<u>(1,309)</u>	<u>(785)</u>
NET LIABILITIES			
CAPITAL AND RESERVES			
Share capital	8	1	1
Profit and loss account	9	(1,310)	(786)
		<u>(1,309)</u>	<u>(785)</u>
EQUITY SHAREHOLDER'S DEFICIT			



R M Mackenzie
Director

21 July 2003

NOTES TO THE ACCOUNTS
at 31 December 2001

1. ACCOUNTING POLICIES

Fundamental accounting concept

The accounts have been prepared on the going concern basis because the ultimate parent undertaking has given the necessary assurances such that sufficient resources will be made available for the foreseeable future so that the company can meet its liabilities as and when they fall due.

Accounting convention

The principal accounting policies, which have been applied consistently throughout the current period and preceding year in the preparation of the accounts, are as follows:

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

Cash flow statement

The company has taken advantage of the exemption under FRS 1 (revised) not to prepare a cash flow statement as it is a subsidiary which is at least 90% owned by the ultimate parent undertaking.

2. DIRECTORS' AND AUDITORS' EMOLUMENTS

The directors had no emoluments during the year (nine month period ended 31 December 2000 – £nil).

The auditors' remuneration is paid by ntl Group Limited and disclosed in the accounts of NTL (UK) Group, Inc.

3. STAFF COSTS

The company had no employees during the year.

4. TAXATION

There is no corporation tax charge for the financial year as the company made a loss (period ended 31 December 2000 - £nil).

5. DEBTORS

	31 December 2001	31 December 2000
	£	£
Amounts owed by group undertaking	-	1
Other debtors	-	7
Prepayments and accrued income	281	41
	<u>281</u>	<u>49</u>

6. CREDITORS: amounts falling due within one year

	31 December 2001	31 December 2000
	£'000	£'000
Trade Creditors	55	-
Social Security and other taxes	172	-
	<u>227</u>	<u>-</u>

ntl Radio Services Limited

NOTES TO THE ACCOUNTS at 31 December 2001

7. CREDITORS: amounts falling due after more than one year

	31 December 2001 £'000	31 December 2000 £'000
Amounts owed to parent undertakings	1,075	695
Amounts owed to associate undertakings	358	231
	<u>1,433</u>	<u>926</u>

8. SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	31 December 2001 No.	31 December 2000 No.	31 December 2001 £'000	31 December 2000 £'000
Ordinary shares of £1 each	1,000	1,000	1	1

9. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital £'000	Profit and loss account £'000	Total £'000
At 31 March 2000	1	-	1
Retained loss for the period	-	(786)	(786)
At 31 December 2000	1	(786)	(785)
Retained loss for the year	-	(524)	(524)
At 31 December 2001	1	(1,310)	(1,309)

10. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption under FRS 8 not to disclose transactions with group undertakings as a subsidiary undertaking which is at least 90% controlled by the ultimate parent undertaking.

11. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is ntl Digital Radio Limited.

The company's results are included in the group accounts of ntl Communications Limited, copies of which may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP. Up to 10 January 2003, the ultimate parent undertaking and controlling party was NTL Incorporated, (later renamed NTL Europe, Inc.), a company incorporated in the state of Delaware, United States of America. From 10 January 2003 the company's ultimate parent undertaking and controlling party is NTL Communications Corp (later renamed NTL Incorporated), a company incorporated in the state of Delaware, United States of America. Copies of both sets of group accounts, which include the results of the company, are available from The Secretary, NTL Incorporated, 110 East 59th Street, 26th Floor, NY 10022, USA.