

Registered number
3823436

ntl RADIO SERVICES LIMITED

Report and Accounts

31 December 2002



ntl RADIO SERVICES LIMITED

Registered number
3823436

Directors

R M Mackenzie
D Anthony

Company Secretary

R M Mackenzie

Deputy Company Secretary

G E James

Auditors

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

Bankers

National Westminster Bank PLC
PO Box 9
31 Promenade
Cheltenham
Gloucs
GL50 1LH

Solicitors

Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

Registered Office

ntl House
Bartley Wood Business Park
Hook
Hampshire RG27 9UP

ntl RADIO SERVICES LIMITED

Directors' Report

The directors present their report and accounts for the year ended 31 December 2002.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £541,000 (2001 - loss of £524,000). The directors do not recommend the payment of a dividend (2001 - £nil).

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company is to provide digital radio broadcasting services.

On 8 May 2002, NTL Incorporated ("NTL"), the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, filed a "pre-arranged" joint reorganisation plan (the "Plan") under Chapter 11 of the United States Bankruptcy Code. 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. Pursuant to the Plan, NTL Incorporated 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"). On 10 January 2003, the Plan became effective, and NTL Incorporated emerged from Chapter 11 reorganisation.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and thereafter and their interests in the share capital of the company were as follows:


G Stuart	(resigned 10 June 2002)
D Anthony	(appointed 10 June 2002)
R M Mackenzie	

The directors had no interest in the share capital of the company requiring disclosure under the Companies Act 1985. The company seeks exemption under S1802, The Companies (Disclosure of Directors' Interests) (Exceptions) Regulations 1985, not to disclose the directors' interests in the common stock of NTL Incorporated, a company incorporated in the United States of America and the ultimate parent undertaking of the company.

AUDITORS

Ernst & Young LLP will be re-appointed 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
Company Secretary

30 JUL 2004

ntl RADIO SERVICES LIMITED

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;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts.

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 2002, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, and the related notes 1 to 10. 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 Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with 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 audit opinion

We conducted our audit in accordance with United Kingdom 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 2002 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

30 JUL 2004

ntl RADIO SERVICES LIMITED
Profit and Loss Account
for the year ended 31 December 2002

	Notes	2002 £'000	2001 £'000
Operating expenses		(541)	(524)
Loss on ordinary activities before taxation	2	(541)	(524)
Taxation	3	-	-
Retained loss for the financial year	8	<u>(541)</u>	<u>(524)</u>


All operations are continuing.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains or losses other than those reflected in the profit and loss account for the years ended 31 December 2002 and 31 December 2001.

ntl RADIO SERVICES LIMITED**Balance Sheet****as at 31 December 2002**

	Notes	2002 £'000	2001 £'000
Current assets			
Debtors	4	761	281
Cash at bank and in hand		103	70
		<u>864</u>	<u>351</u>
Creditors: amounts falling due within one year	5	(432)	(227)
Net current assets		<u>432</u>	<u>124</u>
Creditors: amounts falling due after more than one year	6	(2,282)	(1,433)
Net liabilities		<u>(1,850)</u>	<u>(1,309)</u>
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account	8	(1,851)	(1,310)
Equity shareholders' deficit	8	<u>(1,850)</u>	<u>(1,309)</u>



R M Mackenzie
Director

30 JUL 2004

ntl RADIO SERVICES LIMITED
Notes to the Accounts
for the year ended 31 December 2002

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.

Basis of preparation

The accounts are prepared under the historical cost convention, in accordance with applicable United Kingdom accounting standards.

In preparing the accounts for the current year, the company has adopted FRS 18 "Accounting Policies" and FRS 19 "Deferred Tax".

Deferred taxation

Deferred taxation is recognised 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:

- (a) provision is made for 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 when the replacement assets are sold;
- (b) provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable; and
- (c) 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.

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% controlled by the ultimate parent undertaking (see note 10).

2 Profit and loss account

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

ntl Group Limited, a fellow group undertaking, employs most of the employees of the NTL Group. Details of staff numbers and staff costs for the group are disclosed in the accounts of ntl Group Limited. The company does not have any directly employed associates.

ntl RADIO SERVICES LIMITED
Notes to the Accounts
for the year ended 31 December 2002

3 Taxation

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2002	2001
	£'000	£'000
Current tax charge:		
Current tax on income for the period	-	-
	<u>-</u>	<u>-</u>
Deferred tax:		
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 difference between the effective statutory rate and the actual current tax charge is reconciled as follows:

	2002	2001
	£'000	£'000
Loss on ordinary activities before tax	<u>(541)</u>	<u>(524)</u>
Loss on ordinary activities multiplied by the applicable statutory rate 30% (2001 - 30%)	(162)	(157)
Unrelieved tax losses	162	157
Total current tax charge	<u>-</u>	<u>-</u>

(c) Factors that may affect future tax charges

Deferred tax assets have not been recognised in respect of tax losses of £555,532 as there is insufficient certainty as to the availability of future taxable profits.

ntl RADIO SERVICES LIMITED
Notes to the Accounts
for the year ended 31 December 2002

4 Debtors	2002	2001
	£'000	£'000
Prepayments and accrued income	<u>761</u>	<u>281</u>

5 Creditors: amounts falling due within one year	2002	2001
	£'000	£'000
Trade creditors	155	55
Other taxes and social security costs	<u>277</u>	<u>172</u>
	<u>432</u>	<u>227</u>

6 Creditors: amounts falling due after one year	2002	2001
	£'000	£'000
Amounts owed to group undertakings	870	358
Amounts owed to parent undertakings	<u>1,412</u>	<u>1,075</u>
	<u>2,282</u>	<u>1,433</u>

7 Share capital	2002	2001
	£'000	£'000
Authorised: 1,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>
Allotted, called up and fully paid: 1,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>

8 Reconciliation of shareholders' deficit and movements on reserves

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2001	1	(786)	(785)
Loss for the year	-	(524)	(524)
At 1 January 2002	1	(1,310)	(1,309)
Loss for the year	-	(541)	(541)
At 31 December 2002	<u>1</u>	<u>(1,851)</u>	<u>(1,850)</u>

ntl RADIO SERVICES LIMITED
Notes to the Accounts
for the year ended 31 December 2002

9 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.

10 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 Digital 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 all sets of group accounts, which include the results of the company, are available from The Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.