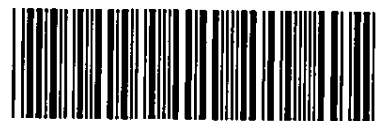


Smashedatom Limited
Financial Statements
31 December 2006

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Smashedatom Limited

The Directors' Report

Year ended 31 December 2006

The directors present their annual report together with the unaudited financial statements of the company for the year ended 31 December 2006. The company is dormant and has not traded during the year.

Directors

The directors who served the company during the year and thereafter were as follows:

Virgin Media Directors Limited	(Appointed 12 April 2006)
Virgin Media Secretaries Limited	(Appointed 12 September 2006)
N R Smith	(Resigned 12 September 2006)
L M Opie	(Resigned 22 June 2006)
S S Cook	(Resigned 3 March 2006)
M R Wall	(Served from 22 June 2006 to 12 September 2006)

On 16 February 2007, the names of ntl Directors Limited and ntl Secretaries Limited were changed to Virgin Media Directors Limited and Virgin Media Secretaries Limited respectively.

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

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 1985. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

Following the merger of the NTL and Telewest groups on 3 March 2006 the company is now a subsidiary undertaking of Virgin Media Inc, which changed its name from NTL Incorporated on 6 February 2007. The Virgin Media group is an innovative and pioneering UK entertainment and communications business and is the first company in the United Kingdom to offer a quad-play package of television, broadband, telephone and mobile. The group is one of the UK's most popular residential broadband and pay-as-you-go mobile providers and the second largest provider in the UK of pay television and fixed line telephone services.

Financial risk management

The Virgin Media group manages its financial risk via secure, long-dated and cost-effective funding for the group's operations in order to minimise the adverse effects of fluctuations in the financial markets on the value of its financial assets and liabilities, profitability and cash flows.

The Virgin Media group's external debt is used to satisfy the funding requirements of group undertakings via inter-company loans on terms which generally match those of the external debt. In addition, working capital is managed centrally within the Virgin Media group creating further inter-company trading balances, on terms which are generally interest free.

The company's financial instruments comprise interest free inter-company debt. The company had no foreign currency denominated financial instruments during the reporting period or prior year.

The group's inter-company funding arrangements are managed centrally. Recoverability of inter-company receivables is assessed annually. The provision for non-recoverability may increase or decrease as a result of that review.

The directors will revisit the appropriateness of these policies should the company's operations change in size or nature.

Signed on behalf of the directors

R M Mackenzie

For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 16 October 2007

Smashedatom Limited

Profit and Loss Account

Year ended 31 December 2006

	Note	2006 £	2005 £
Administrative expenses		—	1
Operating profit	3	—	1
Profit on ordinary activities before taxation		—	1
Tax on profit on ordinary activities		—	—
Profit for the financial year		—	1

Statement of Total Recognised Gains and Losses

There are no recognised gains or losses other than the profit of £— attributable to the shareholder for the year ended 31 December 2006 (2005 - profit of £1)

The notes on pages 5 to 6 form part of these financial statements.

Smashedatom Limited

Balance Sheet

31 December 2006

	Note	2006 £	2005 £
Current assets			
Debtors	4	37	37
Creditors: Amounts falling due within one year	5	<u>(1,519,090)</u>	<u>(1,519,090)</u>
Net current liabilities		<u>(1,519,053)</u>	<u>(1,519,053)</u>
Total assets less current liabilities		<u>(1,519,053)</u>	<u>(1,519,053)</u>
Capital and reserves			
Called-up equity share capital	7	600,000	600,000
Share premium account	8	5,400,000	5,400,000
Profit and loss account		<u>(7,519,053)</u>	<u>(7,519,053)</u>
Deficit		<u>(1,519,053)</u>	<u>(1,519,053)</u>

Statements:

- (a) For the year ended 31 December 2006 the company was entitled to exemption from audit under Section 249AA(1) of the Companies Act 1985
- (b) Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985
- (c) The directors acknowledge their responsibilities for
 - (i) ensuring the company keeps accounting records in accordance with Section 221, and
 - (ii) preparing financial statements 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 and loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company

These financial statements were approved by the directors on 16 October 2007 and are signed on their behalf by



R C Gale

For and on behalf of Virgin Media Directors Limited

The notes on pages 5 to 6 form part of these financial statements

Smashedatom Limited

Notes to the Financial Statements

Year ended 31 December 2006

1. Dormant status

The company was dormant (within the meaning of Section 249AA of the Companies Act 1985) throughout the year ended 31 December 2006. The company has not traded during the year. During the year the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. Accounting policies

Accounting convention

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

3. Operating profit

Operating profit is stated after (crediting)

	2006	2005
	£	£
Release of provision against amounts due from group undertakings	—	(1)

4. Debtors

	2006	2005
	£	£
Amounts owed by group undertakings	37	37

Amounts owed by group undertakings are interest free and stated after deducting an impairment provision of £53 (2005 - £53).

4. Creditors. Amounts falling due within one year

	2006	2005
	£	£
Amounts owed to group undertakings	90	90
Accruals and deferred income	1,519,000	1,519,000
	<u>1,519,090</u>	<u>1,519,090</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

5. Related party transactions

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

Smashedatom Limited

Notes to the Financial Statements

Year ended 31 December 2006

6. Share capital

Authorised share capital:

	2006	2005
	£	£
6,000,000 Preference A shares of £0 10 each	600,000	600,000
2,000,000 Non voting Ordinary shares of £0 10 each	200,000	200,000
	<u>800,000</u>	<u>800,000</u>

Allotted, called up and fully paid:

	2006		2005	
	No	£	No	£
Preference A shares of £0 10 each	<u>6,000,000</u>	<u>600,000</u>	<u>6,000,000</u>	<u>600,000</u>

7 Reconciliation of shareholder's funds and movement on reserves

	Share capital	Share premium account	Profit and loss account	Total shareholders' funds
	£	£	£	£
At 1 January 2005	600,000	5,400,000	(7,519,054)	(1,519,054)
Profit for the year	—	—	1	1
At 31 December 2005 and 1 January 2006	<u>600,000</u>	<u>5,400,000</u>	<u>(7,519,053)</u>	<u>(1,519,053)</u>
At 31 December 2006	<u>600,000</u>	<u>5,400,000</u>	<u>(7,519,053)</u>	<u>(1,519,053)</u>

8 Parent undertaking and controlling party

The company's immediate parent undertaking is Telewest Communications Holdco Limited

The company's results are included in the group accounts of Virgin Media Finance PLC

The company's ultimate parent undertaking and controlling party at 31 December 2006 was NTL Incorporated, a company incorporated in the state of Delaware, United States of America. NTL Incorporated changed its name to Virgin Media Inc on 6 February 2007.

Copies of all sets of group accounts which include the results of the company are available from the Secretary, Virgin Media, 160 Great Portland Street, London, W1W 5QA.