

REGISTERED NO. 4169826

ntl KIRKLEES HOLDINGS LIMITED

Report and Accounts

31 December 2004



ntl Kirklees Holdings Limited

Registered No. 4169826

DIRECTORS

ntl Directors Limited
ntl Secretaries Limited

COMPANY SECRETARY

ntl Secretaries Limited

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 ended 31 December 2004.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company is dormant and did not trade during the year. The expenses of the company have been met by its parent undertaking.

DIRECTORS AND THEIR INTERESTS

The directors who served during the period ended 31 December 2004 and thereafter are shown below:

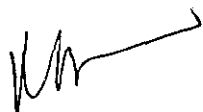
R M Mackenzie	(resigned 1 October 2004)
S E Schubert	(resigned 1 October 2004)
ntl Directors Limited	(appointed 1 October 2004)
ntl Secretaries Limited	(appointed 1 October 2004)

The directors do not hold any interests in the shares 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.

COMPANY SECRETARY

On 24 March 2004, G E James was appointed joint company secretary and resigned on 1 October 2004. On 1 October 2004, Robert Mackenzie resigned as joint company secretary and ntl Secretaries Limited was appointed as company secretary.

By order of the Board



R M Mackenzie
For and on behalf of ntl Secretaries Limited

31 January 2005

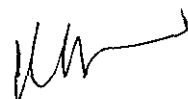
BALANCE SHEET
at 31 December 2004

	<i>Notes</i>	<i>2004</i> <i>£000</i>	<i>2003</i> <i>£000</i>
FIXED ASSETS			
Investments	3	-	-
NET ASSETS		-	-
CAPITAL AND RESERVES			
Share capital	4	5	5
Share premium		293,820	293,820
Profit and loss account		(293,825)	(293,825)
EQUITY SHAREHOLDER'S FUNDS		-	-

The directors are satisfied that the Company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that members have not required the Company to obtain an audit in accordance with section 249B(2) of the Act.

The directors acknowledge their responsibility for:

- (a) ensuring that the Company keeps proper accounting records which comply with Section 221 of the Companies Act 1985; and
- (b) 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 of the Companies Act 1985, and which otherwise comply with the requirements of this act relating to accounts, so far as applicable to the Company.



R M Mackenzie
For and on behalf of ntl Directors Limited

31 January 2005

NOTES TO THE ACCOUNTS

at 31 December 2004

1. ACCOUNTING POLICIES

Accounting convention

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

2. PROFIT AND LOSS ACCOUNT

The company has neither income nor expenditure during the year. Accordingly, no profit and loss account has been prepared.

3. INVESTMENTS

	<i>Subsidiary undertakings £000</i>
Cost:	
At 1 January 2004 and 31 December 2004	293,835
Provision for impairment:	
At 1 January 2004 and 31 December 2004	293,825
Net book value:	
At 31 December 2004 and 31 December 2003	-

<i>Name of Company</i>	<i>Holdings</i>	<i>Proportion of voting rights of shares held</i>	<i>Nature of business</i>
ntl Kirklees #	Ordinary shares	97.55%	Telecommunications

Unlimited company

4. SHARE CAPITAL

	<i>2004 £000</i>	<i>2003 £000</i>
Authorised:		
10,000 ordinary shares of £1 each	10	10
Called up, allotted and fully paid:		
5,000 ordinary share of £1 each	5	5

5. CONTINGENT LIABILITIES

The company, along with fellow subsidiary undertakings, is party to a senior secured credit facility with a syndicate of banks. The company is a guarantor of borrowings under this facility of certain other group companies. At 31 December 2004 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £2,165 million (2003 - £2,785 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

NOTES TO THE ACCOUNTS

at 31 December 2004

6. ULTIMATE PARENT UNDERTAKING AND CONTROLLING UNDERTAKING

The company's immediate parent undertaking is ntl Communications 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.

In the directors' opinion, the ultimate parent undertaking and controlling party is NTL Incorporated, a company incorporated in the State of Delaware, United States of America.

Copies of its group accounts, which include the company, are available from the Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.