# **COMPANY REGISTRATION NUMBER 7108297**

Virgin Media Investments Limited
Financial Statements
31 December 2011

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# **Financial Statements**

# Year ended 31 December 2011

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# **Company Information**

The board of directors

R C Gale

J C Tıllbrook

Company secretary

G E James

Registered office

Bartley Wood Business Park

Hook

Hampshire RG27 9UP

Auditor

Ernst & Young LLP

1 More London Place

London SEI 2AF

### The Directors' Report

#### Year ended 31 December 2011

The directors present their report and the financial statements of the company for the year ended 31 December 2011

### Principal activities and business review

The company was incorporated on 18 December 2009 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 5

The company is a wholly owned subsidiary undertaking of Virgin Media Inc. The Virgin Media group ("the group") is a leading entertainment and communications business, being a "quad play" provider of broadband internet, television, fixed line telephony and mobile telephony services that offer a variety of entertainment and communications services to residential and commercial customers throughout the UK

As at 31 December 2011, the 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 2011 provided mobile telephony services to approximately 1.5 million prepay mobile customers and approximately 1.5 million contract mobile customers over third party networks. As of 31 December 2011, approximately 64% of residential customers on the group's cable network were "triple play" customers, receiving broadband internet, television and fixed line telephony services from the group. In addition, the group provides a complete portfolio of voice, data and internet solutions to businesses, public sector organizations and service providers in the UK through Virgin Media Business.

The 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.

On 30 September 2011 the group completed the disposition of its interest in the UKTV television channels to a subsidiary of Scripps Networks Interactive Inc On 12 July 2010 the group sold its television channel business known as Virgin Media TV

### Future outlook

Detail of the future outlook of the group is provided in Virgin Media Inc 's financial statements and annual report for 2011, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP

### Results and dividends

The loss for the financial year amounted to £400,000 (2010 - £nil) The directors have not recommended an ordinary dividend (2010 - £nil)

#### Directors

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

R C Gale

J C Tıllbrook

(Appointed 16 September 2011)

R M Mackenzie (Resigned 16 September 2011)

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

The Directors' Report (continued)

## Year ended 31 December 2011

## Going concern

After making suitable 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/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Signed on behalf of the directors

J C Tıllbrook

Director

Approved by the directors on 11 September 2012

## Statement of Directors' Responsibilities

### Year ended 31 December 2011

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.

### Independent Auditor's Report to the Member of Virgin Media Investments Limited

#### Year ended 31 December 2011

We have audited the financial statements of Virgin Media Investments Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 10 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 Statement of Directors' Responsibilities 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 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 2011 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

Independent Auditor's Report to the Member of Virgin Media Investments Limited (continued)

### Year ended 31 December 2011

# 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

J I Gordon (Senior Statutory Auditor)

Earl & Young Les

For and on behalf of Ernst & Young LLP, Statutory Auditor

London

11 September 2012

# **Profit and Loss Account**

# Year ended 31 December 2011

	Note	Year to 31 Dec 11 £000	Period from 18 Dec 09 to 31 Dec 10 £000
Administrative expenses		(400)	
Operating loss	2	(400)	
Attributable to Exceptional items	2	(400)	_
Loss on ordinary activities before taxation		(400)	
Tax on loss on ordinary activities	4	_	-
Loss for the financial year		(400)	_ _

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 16 form part of these financial statements.

# **Balance Sheet**

# 31 December 2011

	Note	2011 £000	2010 £000
Fixed assets Investments	5	6,021,679	6,022,079
Total assets less current liabilities		6,021,679	6,022,079
Capital and reserves			
Share capital	8	2,490	2,490
Share premium account	9	6,019,589	6,019,589
Profit and loss account	9	(400)	
Total shareholder's funds	9	6,021,679	6,022,079

These financial statements were approved by the directors on 11 September 2012 and are signed on their behalf by

R C Gale

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Director

The notes on pages 9 to 16 form part of these financial statements.

### Notes to the Financial Statements

#### Year ended 31 December 2011

## 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 10). 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 provision for impairment as appropriate. 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.

### Cash flow statement

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 it ultimate parent company, Virgin Media Inc

### 2. Operating loss

Operating loss is stated after charging

	Period from
Year to	18 Dec 09 to
31 Dec 11	31 Dec 10
£000	£000
400	_

Increase in investment impairment provision

### Notes to the Financial Statements

### Year ended 31 December 2011

## 2. Operating loss (continued)

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 impairment review of inter-company indebtedness as at 31 December 2011 concluded that no impairment should be made (2010 - £nil)

Investments are assessed and impairments released due to a change in the economic conditions or in the expected use of the asset in accordance with FRS 11 "Impairment of fixed assets and goodwill" Consequently the investment impairment review as at 31 December 2011 concluded that an impairment of £400,000 should be recognised

Auditor's remuneration of £2,000 (2010 - £2,000) represents costs attributed to the company, all of which is borne by a fellow group undertaking that pays all auditor's remuneration on behalf of the group

The directors received remuneration for the year of £1,000 (2010 - £1,000) in relation to qualifying services as directors of this company, all of which was paid by Virgin Media Limited. The company had corporate directors until 30 April 2010 that received no remuneration. On 30 April 2010 new directors were appointed.

### 3. Staff costs

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

### 4 Taxation

# (a) Analysis of charge in the year

The tax charge is made up as follows

	2011 £000	2010 £000
Current tax charge: Current tax on loss for the year	-	-
Deferred tax: Origination and reversal of timing differences	-	-
Total tax charge on loss on ordinary activities	<u>-</u>	<u> </u>

### Notes to the Financial Statements

## Year ended 31 December 2011

## 4. Taxation (continued)

# (b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than (2010 - the same as) the standard rate of corporation tax in the UK of 26 50% (2010 - 28%)

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

	Period from
Year to	18 Dec 09 to
31 Dec 11	31 Dec 10
£000	£000
(400)	-
<del></del>	
(106)	-
106	-
<u> </u>	
	31 Dec 11 £000 (400) (106)

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

There are no factors which may affect the future tax charge

## (d) Change in tax rate

As at 31 December 2011 the enacted UK corporation tax rate was 25%. A rate reduction to 24% was substantively enacted under the Provisional Collection of Taxes Act in March 2012 with effect from 1 April 2012, and further rate reductions were announced to be introduced in annual decrements to reduce the rate to 22%. These rate changes will affect the amount of future tax payments to be made by the company

## 5. Investments

	Subsidiary undertakings
	£000
Cost	
At 1 January 2011 and 31 December 2011	6,022,079
Amounts written off	
At 1 January 2011	-
Written off in year	400
At 31 December 2011	400
Net book value	
At 31 December 2011	6,021,679
At 31 December 2010	6,022,079

### Notes to the Financial Statements

#### Year ended 31 December 2011

### 5 Investments (continued)

In the opinion of the directors the aggregate value of the investments in subsidiary undertakings is not less than the amount at which they are stated in the financial statements

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 10)

The company has taken advantage of Section 409 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

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 as follows. All are registered in England and Wales unless otherwise noted

Name of Company	Holdings	Proportion Held	Nature of Business
VMIH Sub Limited	Ordinary	100%	Holding
Virgin Media Limited	Ordinary	100%	Telecoms
Virgin Media Payments Limited	Ordinary	100%#	Collections
BCMV Limited	Ordinary	100%#	Telecoms
ntl Business (Ireland) Limited	Ordinary	100%#	Telecoms
Diamond Cable Communications Limited	Ordinary	100%	Holding
Virgin Mobile Holdings (UK) Limited	Ordinary	100%	Holding
ntl Midlands Limited	Ordinary	100%#	Telecoms
ntl Funding Limited	Ordinary	100%#	Telecoms
NTL (Triangle) LLC	Common	100%#(11)	Holding
	Stock		
ntl Cambridge Limited	Ordinary	100%#	Telecoms
ntl Irish Holdings Limited	Ordinary	100%#	Telecoms
ntl Rectangle Limited	Ordinary	100%#	Holding
X-Tant Limited	Ordinary	100%#	Telecoms
ntl (South Hertfordshire) Limited	Ordinary	100%#	Telecoms
ntl CableComms Limited	Ordinary	100%#	Telecoms
ntl CableComms Bolton	Ordinary	100%#(1)	Telecoms
ntl CableComms Bromley	Ordinary	100%#(1)	Telecoms
ntl CableComms Bury and Rochdale	Ordinary	100%#(ι)	Telecoms
ntl CableComms Cheshire	Ordinary	100%#(1)	Telecoms

# held by subsidiary undertaking

- (1) unlimited company
- (11) incorporated in the USA
- (III) registered in Luxembourg
- (iv) registered in Scotland
- (v) joint venture
- (vi) registered in Jersey

# Notes to the Financial Statements

## Year ended 31 December 2011

#### 5. Investments (continued)

Name of Company	Holdings	Proportion Held	Nature of Business
ntl CableComms Derby	Ordinary	100%#(1)	Telecoms
ntl CableComms Greater Manchester	Ordinary	100%#(1)	Telecoms
ntl CableComms Macclesfield	Ordinary	100%#(1)	Telecoms
ntl CableComms Oldham and Tameside	Ordinary	100%#(1)	Telecoms
ntl CableComms Solent	Ordinary	100%#(1)	Telecoms
ntl CableComms Staffordshire	Ordinary	100%#(1)	Telecoms
ntl CableComms Stockport	Ordinary	100%#(1)	Telecoms
ntl CableComms Surrey	Ordinary	100%#(1)	Telecoms
ntl CableComms Sussex	Ordinary	100%#(1)	Telecoms
ntl CableComms Wessex	Ordinary	100%#(1)	Telecoms
ntl CableComms Wirral	Ordinary	100%#(1)	Telecoms
ntl Wirral Telephone and Cable TV Company	Ordinary	100%#(1)	Telecoms
ntl Communications Services Limited	Ordinary	100%#	Telecoms
ntl (CWC) Limited	Ordinary	100%#	Telecoms
ntl Business Limited	Ordinary	100%	Telecoms
Virgin Net Limited	Ordinary	100%#	Telecoms
Telewest UK Limited	Ordinary	100%	Telecoms
Blueyonder Workwise Limited	Ordinary	100%#	Telecoms
Virgin Media Business Limited	Ordinary	100%#	Telecoms
Telewest Communications (South West) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Cotswolds) Limited	Ordinary	100%#	Telecoms
Cable London Limited	Ordinary	100%#	Telecoms
Cable Camden Limited	Ordinary	100%#	Telecoms
Cable Enfield Limited	Ordinary	100%#	Telecoms
Cable Hackney & Islington Limited	Ordinary	100%#	Telecoms
Cable Haringey Limited	Ordinary	100%#	Telecoms
Birmingham Cable Limited	Ordinary	100%#	Telecoms
Birmingham Cable Finance Limited	Ordinary	100%#(vı)	Telecoms
Eurobell (Holdings) Limited	Ordinary	100%#	Telecoms
Eurobell (Sussex) Limited	Ordinary	100%#	Telecoms
Eurobell (South West) Limited	Ordinary	100%#	Telecoms
Eurobell (West Kent) Limited	Ordinary	100%#	Telecoms
Eurobell Internet Services Limited	Ordinary	100%#	Telecoms

# held by subsidiary undertaking

- (1) unlimited company
- (II) incorporated in the USA
- (III) registered in Luxembourg (IV) registered in Scotland
- (v) joint venture
- (vi) registered in Jersey

# Notes to the Financial Statements

# Year ended 31 December 2011

#### 5 Investments (continued)

Name of Company	Holdings	Proportion Held	Nature of Business
Telewest Communications Networks Limited	Ordinary	100%#	Holding
Telewest Communications (London South) Limited	Ordinary	100%#	Telecoms
Telewest Communications (South East) Limited	Ordinary	100%#	Telecoms
Telewest Communications (South Thames Estuary) Limited	Ordinary	100%#	Holding
Telewest Communications (Midlands & North West)	Ordinary	100%#	Telecoms
Limited			
M&NW Network Limited	Ordinary	100%#	Telecoms
M&NW Network II Limited	Ordinary	100%#	Telecoms
Telewest Communications (Cumbernauld) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (Dumbarton) Limited	Ordinary	100%#(1v)	Telecoms
Telewest Communications (Dundee & Perth) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (Falkirk) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (Glenrothes) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (Motherwell) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (Scotland) Limited	Ordinary	100%#(ıv)	Telecoms
Telewest Communications (North East) Limited	Ordinary	100%#	Telecoms
Yorkshire Cable Communications Limited	Ordinary	100%#	Telecoms
Barnsley Cable Communications Limited	Ordinary	100%#	Telecoms
Doncaster Cable Communications Limited	Ordinary	100%#	Telecoms
Halifax Cable Communications Limited	Ordinary	100%#	Telecoms
Sheffield Cable Communications Limited	Ordinary	100%#	Telecoms
Wakefield Cable Communications Limited	Ordinary	100%#	Telecoms
Middlesex Cable Limited	Ordinary	100%#	Telecoms
Windsor Television Limited	Ordinary	100%#	Telecoms
Virgin Media Wholesale Limited	Ordinary	100%#	Telecoms
VMWH Limited	Ordinary	100%#	Telecoms
Bluebottle Call Limited	Ordinary	100%#	Telecoms
Virgin Mobile Group (UK) Limited	Ordinary	100%#	Telecoms
Virgin Mobile Telecoms Limited	Ordinary	100%#	Telecoms
Future Entertainment Sàrl	Ordinary	100%#(111)	Television
			services
Interactive Digital Sales Limited	Ordinary	100%#	Content
Flextech L Limited	Ordinary	100%#	Content
Flextech C	Ordinary	100%#(1)	Funding
Flextech Broadband Limited	Ordinary	100%#	Content

- (1) unlimited company (11) incorporated in the USA
- (III) registered in Luxembourg
- (iv) registered in Scotland
- (v) joint venture
- (vi) registered in Jersey

#### Notes to the Financial Statements

### Year ended 31 December 2011

### 6. 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 2011 this comprised a term facility of £750 million and a revolving facility of £450 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 2011 amounted to approximately £2,575 million (2010 - £1,495 million). Borrowings under the notes are secured against the assets of certain members of the group including those of the company.

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

# 7. 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 10)

### 8. Share capital

## Authorised share capital:

			2011	2010
			£000	£000
2,490,137 Ordinary shares of £1 each			2,490	2,490
			<u> </u>	
Allotted, called up and fully paid:				
	2011		2010	
	2011			
	No	£000	No	£000
Ordinary shares of £1 each	2,490,137	2,490	2,490,137	2.490

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

	Share capital	Share premium account £000	Profit and loss account £000	Total share- holder's funds £000
Issue of new share capital	2,490	6,019,589	_	6,022,079
At 31 December 2010 and 1 January 2011 Loss for the year	2,490	6,019,589	(400)	6,022,079 (400)
At 31 December 2011	2,490	6,019,589	(400)	6,021,679

Notes to the Financial Statements

Year ended 31 December 2011

# 9 Reconciliation of shareholder's funds and movement on reserves (continued)

On I January 2010, the company acquired Virgin Media Investment Holdings Limited's (VMIH) shareholdings in its wholly owned subsidiaries other than Virgin Media Secured Finance PLC which remains a subsidiary of VMIH. The company issued 1,000,143 shares to VMIH as part of this internal restructuring with a second issuance of 1,489,994 shares from the company to VMIH occurring on 13 December 2010. Upon completion of this internal restructuring, the company attained 100% voting interests in the operating subsidiaries previously owned by its parent company, VMIH. The internal restructuring has been executed in accordance with the guidance permissible for reorganizations between wholly owned subsidiaries such that the historic values of all assets and liabilities acquired have been carried over with no new purchase accounting considered.

### 10. Parent undertaking and controlling party

The company's immediate parent undertaking is Virgin Media Investment Holdings Limited

The smallest and largest groups of which the company is a member and in to which the company's accounts are consolidated are Virgin Media Finance PLC and Virgin Media Inc, respectively

The company's ultimate parent undertaking and controlling party at 31 December 2011 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