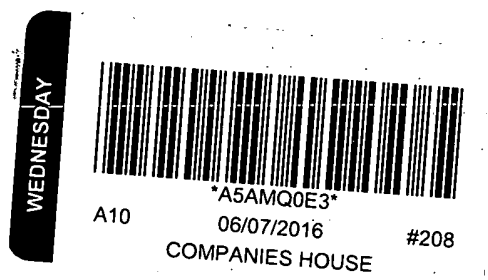


Registered number: 07108297

VIRGIN MEDIA INVESTMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015



VIRGIN MEDIA INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	R D Dunn M O Hifzi
Company secretary	G E James
Registered number	07108297
Registered office	Bartley Wood Business Park Hook Hampshire RG27 9UP
Independent auditor	KPMG LLP 1 Sovereign Square Sovereign Street Leeds LS1 4DA

VIRGIN MEDIA INVESTMENTS LIMITED

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VIRGIN MEDIA INVESTMENTS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, that of a holding company. The investments of the company are shown in note 13.

The company is a wholly owned subsidiary undertaking of Virgin Media Inc. (Virgin Media) which is itself a wholly owned subsidiary of Liberty Global plc (Liberty Global).

The Virgin Media Inc. consolidated group (the group) operates under the Virgin Media brand in the United Kingdom (UK) and Republic of Ireland (Ireland), following the acquisition of a controlling interest in Virgin Media Ireland Limited from a fellow subsidiary of Liberty Global in February 2015.

The group provides digital cable, broadband internet, fixed-line telephony and mobile services in the UK and Ireland to both residential and business-to-business (B2B) customers. The group is one of the largest providers of residential digital cable, broadband internet and fixed-line telephony services in terms of the number of customers in the UK and Ireland. The group believes its advanced, deep-fibre cable 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 interactive TV services available in the UK and Irish markets.

The group provides mobile services to its customers using third-party networks through mobile virtual network operator (MVNO) arrangements.

In addition, through the Virgin Media Business brand, the group offers a broad portfolio of B2B voice, data, internet, broadband and managed services solutions to small businesses, medium and large enterprises and public sector organisations in the UK.

At 31 December 2015, the group provided services to approximately 5.6 million residential cable customers on its network. The group is also one of the largest MVNOs by number of customers, providing mobile telephony services to 2.3 million contract mobile customers and 0.7 million prepay mobile customers over third party networks. At 31 December 2015, 83% of residential customers on the group's cable network received multiple services and 63% were "triple-play" customers, receiving broadband internet, digital cable and fixed-line telephony services from the group.

Liberty Global is the largest international cable company. As at 31 December 2015, it had operations in 14 countries and its market-leading triple-play services are provided through next-generation networks and innovative technology platforms that connected 27 million customers subscribing to 56 million television, broadband internet and telephony services. In addition at 31 December 2015, Liberty Global served 5 million mobile subscribers and offered WiFi service across six million access points.

The directors do not use key performance indicators (KPIs) to assess the performance of the company as its principal activity is that of a holding company.

The company has not received any dividends from its subsidiaries during the year (2014 - £nil).

Principal risks and uncertainties

Financial and operational risk management is undertaken as part of the group operations as a whole. The company's operations expose it to a variety of operational and financial risks. These are considered in more detail in the financial statements of Virgin Media Inc. which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

Future outlook

The directors will continue to review management policies in light of changing trading and market conditions. Further detail of the future outlook of the group is provided in Virgin Media Inc.'s financial statements and annual report for 2015, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

On 23 June 2016, the UK voted to leave the European Union, the implications of which are uncertain as of the date of signing these financial statements. Based on information currently available, we do not expect that this matter will have a material impact on our business. Accordingly, no adjustments have been made to these financial statements.

This report was approved by the board on 27 June 2016 and signed on its behalf.



R D Dunn
Director

VIRGIN MEDIA INVESTMENTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Results and dividends

The loss for the year, after tax, amounted to £1,000 (2014 - £nil).

The directors have not recommended an ordinary dividend (2014 - £nil).

Directors

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

R D Dunn
M O Hifzi

The directors of the company have been indemnified 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 for directors serving during the financial year and as at the date of approving the Directors' report.

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.

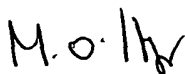
Disclosure of information to the Auditor

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.

Auditor

KPMG LLP will be reappointed under section 487(2) of the Companies Act 2006.

This report was approved by the board on 27 June 2016 and signed on its behalf.



M O Hifzi
Director

VIRGIN MEDIA INVESTMENTS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors are responsible for preparing the Strategic report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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; and
- 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.

VIRGIN MEDIA INVESTMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF VIRGIN MEDIA INVESTMENTS LIMITED

We have audited the financial statements of Virgin Media Investments Limited for the year ended 31 December 2015, set out on pages 5 to 23. The financial reporting framework that has been applied in their preparation is applicable law including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 Directors' responsibilities statement set out on page 3, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2015 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements and the Directors' report has been prepared in accordance with applicable legal requirements.

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.



Katharine L'Estrange (Senior statutory auditor)

for and on behalf of
KPMG LLP

Chartered Accountants & Statutory Auditor
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

30 June 2016

VIRGIN MEDIA INVESTMENTS LIMITED

**PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2015**

	2015 £000	2014 £000
Loss on disposal of investments	(1)	-
Loss on ordinary activities before tax	(1)	-
Tax on loss on ordinary activities	6	-
Loss for the year	(1)	-

The notes on pages 8 to 23 form part of these financial statements.

There was no other comprehensive income or expenditure for 2015 or 2014 other than that included in the profit and loss account.

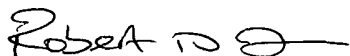
All results were derived from continuing operations.

VIRGIN MEDIA INVESTMENTS LIMITED
REGISTERED NUMBER: 07108297

BALANCE SHEET
AS AT 31 DECEMBER 2015

	Note	2015 £000	2014 £000
Fixed assets			
Investments	7	6,021,678	6,021,679
Net assets		<u>6,021,678</u>	<u>6,021,679</u>
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	(401)	(400)
Shareholder's funds		<u>6,021,678</u>	<u>6,021,679</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 June 2016.



R D Dunn
Director

The notes on pages 8 to 23 form part of these financial statements.

VIRGIN MEDIA INVESTMENTS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Share capital	Share premium account	Profit and loss account	Shareholder's funds
	£000	£000	£000	£000
At 1 January 2015	2,490	6,019,589	(400)	6,021,679
Comprehensive income for the year				
Loss for the year	-	-	(1)	(1)
Total comprehensive income for the year	-	-	(1)	(1)
At 31 December 2015	2,490	6,019,589	(401)	6,021,678

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2014**

	Share capital	Share premium account	Profit and loss account	Shareholder's funds
	£000	£000	£000	£000
At 1 January 2014	2,490	6,019,589	(400)	6,021,679
At 31 December 2014	2,490	6,019,589	(400)	6,021,679

The notes on pages 8 to 23 form part of these financial statements.

VIRGIN MEDIA INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. Company information

Virgin Media Investments Limited (the "company") is a company incorporated and domiciled in the United Kingdom. The registered office of the company during the year was Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

2. Accounting policies

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below.

2.1 Basis of accounting and transition from UK GAAP

These financial statements were prepared under the historical cost convention in accordance with the Companies Act 2006 and the Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006, and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

In the transition to FRS 101, the company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has affected the reported financial position, financial performance and cash flows of the company is provided in note 12.

The company's ultimate parent undertaking, Liberty Global plc, includes the company in its consolidated financial statements. The consolidated financial statements of Liberty Global plc are available to the public and may be obtained from Liberty Global's website at www.libertyglobal.com.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures, where required equivalent disclosures are included within the consolidated financial statements of Liberty Global plc:

- a cash flow statement and related notes;
- comparative period reconciliations for share capital;
- disclosures in respect of related party transactions with fellow group undertakings;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs;
- an additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy;
- disclosures in respect of the compensation of Key Management Personnel; and
- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet at 1 January 2014 for the purposes of the transition to FRS 101.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

2.2 Changes in accounting policies

This is the first year in which the financial statements have been prepared in accordance with FRS 101. The date of transition to FRS 101 is 1 January 2014. An explanation of the transition is included in note 12 to the financial statements. In applying FRS 101 for the first time the company has applied early the amendment to FRS 101 which permits a first time adopter not to present an opening balance sheet at the beginning of the earliest comparative period presented.

2.3 Group accounts

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

VIRGIN MEDIA INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

2. Accounting policies (continued)

2.4 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 investment's recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment 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 investment 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 investment in prior years.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the process of applying the company's accounting policies, management has not made any critical judgements that have a significant effect on the amounts recognised in the financial statements, except for:

Carrying value of investments

Investments are held at cost less any necessary provision for impairment. Where the impairment assessment did not provide any indication of impairment, no provision is required. If any such indications exist, the carrying value of an investment is written down to its recoverable amount.

4. Directors' and Auditor's remuneration

The directors received no remuneration for qualifying services as directors of this company. All directors' remuneration is paid by and disclosed in the financial statements of Virgin Media Limited.

Auditor's remuneration of £2,000 (2014 - £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.

5. Staff costs

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

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

6. Tax on loss on ordinary activities

	2015 £000	2014 £000
Current tax		
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Tax on loss on ordinary activities	-	-

The tax assessed for the year is the same as (2014 - the same as) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%) as set out below:

	2015 £000	2014 £000
Loss on ordinary activities before tax	(1)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%)	-	-
Effects of:		
Expenses not deductible for tax purposes	-	-
Total tax charge for the year	-	-

Factors affecting current and future tax charges

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 8 July 2015. This will reduce the company's future current tax charge accordingly. A further reduction to 17% (effective from 1 April 2020) was announced in Budget 2016. This represents an additional 1% reduction on top of the previously announced rate reductions. The future rate reduction to 17% is expected to be included in Finance Bill 2016, which was not substantively enacted at the balance sheet date, therefore this has not been reflected in these financial statements.

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

7. Investments

	Investments in subsidiary undertakings £000
Cost	
At 1 January 2015	6,021,679
Disposals	(1)
At 31 December 2015	6,021,678
Net book value	
At 31 December 2015	6,021,678
At 31 December 2014	6,021,679

Subsidiary undertakings

During 2015, VM Real Estate Limited, a subsidiary undertaking, applied for member voluntary liquidation, the investment held by the company in VM Real Estate has therefore been disposed of during the year.

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 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 shown in note 13.

8. Share capital

	2015 £	2014 £
Allotted, called up and fully paid		
2,490,137 Ordinary shares of £1 each	2,490,137	2,490,137

9. Reserves

Share premium account

Includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss account

Includes all current and prior year retained profits and losses.

VIRGIN MEDIA INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

10. 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 2015, this comprised term facilities that amounted to £2,198 million (2014 - £3,083 million) and an outstanding balance of £148 million (2014 - £nil) which was borrowed under a revolving facility of £675 million (2014 - £660 million). Borrowings under the facilities are secured against the assets of certain members of the group including those of this 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 secured credit facility. The amount outstanding under the senior secured notes at 31 December 2015 amounted to £5,132 million (2014 - £3,760 million). Borrowings under the notes are secured against the assets of certain members of the group including those of this company.

On 31 March 2016, a fellow group undertaking entered into two new term loan facilities with an aggregate principal amount of euros 100 million (£79 million). The new term facility will rank pari passu with the group's existing senior secured notes and senior secured credit facility, and subject to certain exemptions, share in the same guarantees and security granted in favour of its existing senior secured notes.

On 26 April 2016, a fellow group undertaking issued senior secured notes with a principal amount of US dollars 750 million (£514million). The new senior secured notes rank pari passu with the group's existing senior secured notes and senior secured credit facility, and subject to certain exceptions, share in the same guarantees and security granted in favour of its existing senior secured notes.

Furthermore, a fellow group undertaking has issued senior notes for which the company, along with certain fellow group undertakings, has guaranteed the notes on a senior subordinated basis. The amount outstanding under the senior notes as at 31 December 2015 amounted to approximately £2,050 million (2014 - £1,392 million).

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

11. 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 were consolidated at 31 December 2015 are Virgin Media Finance PLC and Liberty Global plc, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2015 was Liberty Global plc.

Copies of group accounts referred to above which include the results of the company are available from the Company Secretary, Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

In addition copies of the consolidated Liberty Global plc accounts are available on Liberty Global's website at www.libertyglobal.com.

12. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not had an impact on equity or profit or loss.

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

13. List of investments

Name of company	Holdings	Proportion held	Nature of business
Direct shareholdings			
Diamond Cable Communications Limited	Ordinary	100%	Holding
ntl Business Limited	Ordinary	100%	Holding
ntl Victoria Limited	Ordinary	100%	Telecoms
Telewest UK Limited	Ordinary	100%	Telecoms
Virgin Media Communications Networks Limited	Ordinary	100%	Telecoms
Virgin Media Employee Medical Trust Limited	Ordinary	100%	Telecoms
Virgin Media Limited	Ordinary	100%	Telecoms
Virgin Mobile Holdings (UK) Limited	Ordinary	99.81%	Holding
VM Real Estate Limited	Ordinary	100%	Telecoms
VMIH Sub Limited	Ordinary	100%	Holding
Indirect shareholdings			
Action Stations (2000) Limited	Ordinary	92.5%	Telecoms
Action Stations (Lakeside) Limited	Ordinary	100%	Telecoms
Avon Cable Investments Limited	Ordinary	100%#	Investment
Barnsley Cable Communications Limited	Ordinary	100%	Telecoms
BCMV Leasing Limited	Ordinary	100%	Leasing
BCMV Limited	Ordinary	100%	Telecoms
Birmingham Cable Corporation Limited	Ordinary	100%	Telecoms
Birmingham Cable Limited	Ordinary	100%	Telecoms
Blue Yonder Workwise Limited	Ordinary	100%	Telecoms
Bluebottle Call Limited	Ordinary	100%	Telecoms
Bradford Cable Communications Limited	Ordinary	100%	Telecoms
Cable Adnet Limited	Ordinary	100%	Telecoms
Cable Camden Limited	Ordinary	100%	Telecoms
Cable Communications Limited	Ordinary	100%	Telecoms
Cable Enfield Limited	Ordinary	100%	Telecoms
Cable Hackney & Islington Limited	Ordinary	100%	Telecoms
Cable Haringey Limited	Ordinary	100%	Telecoms
Virgin Media Transfers (No 1) Limited (previously Cable Internet Limited)	Ordinary	100%	Telecoms
Cable London Limited	Ordinary	100%	Holding
Virgin Media Transfers (No 2) Limited (previously Cable on Demand Limited)	Ordinary	100%	Telecoms
CableTel (UK) Limited	Ordinary	100%#	Telecoms
CableTel Herts and Beds Limited	Ordinary	100%	Telecoms
CableTel Northern Ireland Limited	Ordinary	100%#	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
CableTel Surrey and Hampshire Limited	Ordinary	50%	Telecoms
Cambridge Cable Services Limited	Ordinary	100%#	Telecoms
Cambridge Holding Company Limited	Ordinary	100%#	Holding
Capital City Cablevision Limited	Ordinary	100%#	Telecoms
Central Cable Sales Limited	Ordinary	100%	Telecoms
Continental Shelf 16 Limited	Ordinary	100%	Telecoms
Credit-Track Debt Recovery Limited	Ordinary	100%#	Telecoms
Crystal Palace Radio Limited	Ordinary	100%#	Telecoms
Crystalvision Productions Limited	Ordinary	50%	Telecoms
Doncaster Cable Communications Limited	Ordinary	100%	Telecoms
Dundee Cable & Satellite Limited	Ordinary	100%#	Telecoms
Ed Stone Limited	Ordinary	100%	Telecoms
Eurobell (Holdings) Limited	Ordinary	100%	Holding
Eurobell (IDA) Ltd	Ordinary	100%	Telecoms
Eurobell (No 2) Limited	Ordinary	100%	Telecoms
Eurobell (No 3) Limited	Ordinary	100%	Telecoms
Eurobell (South West) Limited	Ordinary	100%	Telecoms
Eurobell (Sussex) Limited	Ordinary	100%	Telecoms
Eurobell (West Kent) Limited	Ordinary	100%	Telecoms
Eurobell Internet Services Limited	Ordinary	100%	Telecoms
Eurobell Limited	Ordinary	100%	Telecoms
Filegale Limited	Ordinary	100%	Telecoms
Fleximedia Limited	Ordinary	100%	Holding
Flextech (1992) Limited	Ordinary	100%	Telecoms
Flextech (Kindernet Investment) Limited	Ordinary	100%	Telecoms
Flextech (Travel Channel) Limited	Ordinary	100%	Telecoms
Flextech B Limited	Ordinary	100%	Telecoms
Flextech Broadband Holdings Limited	Ordinary	100%	Holding
Flextech Broadband Limited	Ordinary	100%	Holding
Flextech Broadcasting Limited	Ordinary	100%	Telecoms
Flextech C	Ordinary	100%	Telecoms
Flextech Childrens Channel Limited	Ordinary	100%	Telecoms
Flextech Communications Limited	Ordinary	100%	Telecoms
Flextech Digital Broadcasting Limited	Ordinary	100%	Telecoms
Flextech Distribution Limited	Ordinary	100%	Telecoms
Flextech Family Channel Limited	Ordinary	100%	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
Flextech Homeshopping Limited	Ordinary	100%	Telecoms
Flextech Interactive Limited	Ordinary	100%	Holding
Flextech IVS Limited	Ordinary	100%	Telecoms
Flextech L Limited	Ordinary	100%	Telecoms
Flextech Limited	Ordinary	100%	Holding
Flextech Media Holdings Limited	Ordinary	100%	Holding
Flextech T Limited	Ordinary	100%	Telecoms
Flextech Video Games Limited	Ordinary	100%	Telecoms
General Cable Group Limited	Ordinary	100%	Holding
General Cable Holdings Limited	Ordinary	100%#	Holding
General Cable Investments Limited	Ordinary	100%	Holding
General Cable Limited	Ordinary	100%	Holding
Virgin Media Transfers (No 3) Limited (previously General Cable Programming Limited)	Ordinary	100%	Telecoms
Halifax Cable Communications Limited	Ordinary	100%	Telecoms
Hieronymous Limited	Ordinary	100%#	Telecoms
Imminus (Ireland) Limited	Ordinary	100%^	Telecoms
Interactive Digital Sales Limited	Ordinary	100%	Telecoms
Jewel Holdings	Ordinary	100%	Holding
Lanbase European Holdings Limited	Ordinary	100%	Holding
Lanbase Limited	Ordinary	100%	Holding
M&NW Network II Limited	Ordinary	100%	Telecoms
M&NW Network Limited	Ordinary	100%	Telecoms
Matchco Limited	Ordinary	76%	Telecoms
Mayfair Way Management Limited	Ordinary	83.33%	Telecoms
Middlesex Cable Limited	Ordinary	100%	Telecoms
Network Gaming Consulting Limited	Ordinary	100%	Telecoms
NNS UK Holdings 1 LLC	Common	100%*	Holding
NNS UK Holdings 2, Inc	Common stock	100%*	Holding
North CableComms Holdings, Inc	Common stock	100%	Holding
North CableComms LLC	Ordinary	100%*	Telecoms
North CableComms Management, Inc	Common stock	100%*	Telecoms
ntl (Aylesbury and Chiltern) Limited	Ordinary	100%	Telecoms
ntl (B) Limited	Ordinary	100%	Holding
ntl (Broadland) Limited	Ordinary	100%	Telecoms
ntl (CRUK)	Ordinary	100%	Telecoms
ntl (CWC Holdings)	Ordinary	100%	Holding

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
ntl (CWC Holdings)	Ordinary	100%	Holding
ntl (CWC) Corporation Limited	Ordinary	100%	Telecoms
ntl (CWC) Limited	Ordinary	100%	Holding
ntl (CWC) UK	Ordinary	100%	Telecoms
ntl (Leeds) Limited	Ordinary	100%	Telecoms
ntl (Norwich) Limited	Ordinary	100%	Telecoms
ntl (Peterborough) Limited	Ordinary	100%	Telecoms
ntl (South East) Limited	Ordinary	100%	Telecoms
ntl (South Hertfordshire) Limited	Ordinary	100%	Telecoms
ntl (South London) Limited	Ordinary	100%	Telecoms
ntl (Southampton and Eastleigh) Limited	Ordinary	100%	Telecoms
NTL (Triangle) LLC	Common	100%	Holding
ntl (V)	Ordinary	100%	Telecoms
ntl (V) Plan Pension Trustees Limited	Ordinary	100%	Telecoms
ntl (YorCan) Limited	Ordinary	100%	Telecoms
ntl (York) Limited	Ordinary	100%	Telecoms
ntl Acquisition Company Limited	Ordinary	100%	Telecoms
ntl Bolton Cablevision Holding Company	Ordinary	100%	Holding
NTL Bromley Company	Common stock	100%*	Telecoms
ntl Business (Ireland) Limited	Ordinary	100%	Telecoms
ntl CableComms Bolton	Ordinary	100%	Telecoms
ntl CableComms Bolton Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Bromley	Ordinary	100%	Telecoms
ntl CableComms Bromley Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Bury and Rochdale	Ordinary	100%	Telecoms
ntl CableComms Cheshire	Ordinary	100%	Telecoms
ntl CableComms Derby	Ordinary	100%	Telecoms
ntl CableComms Derby Leasing Limited	Ordinary	100%	Leasing
ntl CableComms East Lancashire	Ordinary	100%	Telecoms
ntl CableComms Greater Manchester	Ordinary	100%	Telecoms
ntl CableComms Greater Manchester Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Group Limited	Ordinary	100%	Holding
NTL CableComms Group, Inc	Common stock	100%*	Telecoms
ntl CableComms Holdings No 1 Limited	Ordinary	100%	Holding
ntl CableComms Holdings No 2 Limited	Ordinary	100%	Holding
ntl CableComms Limited	Ordinary	100%	Telecoms

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**NOTES TO THE FINANCIAL STATEMENTS
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List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
ntl CableComms Macclesfield	Ordinary	100%	Telecoms
ntl CableComms Manchester Limited	Ordinary	100%	Telecoms
ntl CableComms Oldham and Tameside	Ordinary	100%	Telecoms
ntl CableComms Solent	Ordinary	100%	Telecoms
ntl CableComms Staffordshire	Ordinary	100%	Telecoms
ntl CableComms Stockport	Ordinary	100%	Telecoms
ntl CableComms Surrey	Ordinary	100%	Telecoms
ntl CableComms Surrey Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Sussex	Ordinary	100%	Telecoms
ntl CableComms Sussex Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Wessex	Ordinary	100%	Telecoms
ntl CableComms Wessex Leasing Limited	Ordinary	100%	Leasing
ntl CableComms Wirral	Ordinary	100%	Telecoms
ntl CableComms Wirral Leasing Limited	Ordinary	100%	Leasing
ntl Cambridge Limited	Ordinary	100%	Telecoms
NTL Chartwell Holdings 2, Inc	Common stock	100%*	Holding
ntl Chartwell Holdings Limited	Ordinary	100%	Holding
NTL Chartwell Holdings, Inc	Common stock	100%*	Holding
ntl Communications Services Limited	Ordinary	100%	Telecoms
ntl Darlington Limited	Ordinary	100%	Telecoms
ntl Derby Cablevision Holding Company	Ordinary	100%	Holding
ntl Fawnspring Limited	Ordinary	100%	Telecoms
ntl Funding Limited	Ordinary	100%	Finance
ntl Holdings (Broadland) Limited	Ordinary	100%	Holding
ntl Holdings (East London) Limited	Ordinary	100%	Holding
ntl Holdings (Fenland) Limited	Ordinary	100%	Holding
ntl Holdings (Leeds) Limited	Ordinary	100%	Holding
ntl Holdings (Norwich) Limited	Ordinary	100%	Holding
ntl Holdings (Peterborough) Limited	Ordinary	100%	Holding
ntl Internet Services Limited	Ordinary	100%	Holding
General Cable Programming Limited (previously ntl Irish Holdings Limited)	Ordinary	100%	Telecoms
ntl Manchester Cablevision Holding Company	Ordinary	100%	Holding
ntl Microclock Services Limited	Ordinary	100%	Telecoms
ntl Midlands Leasing Limited	Ordinary	100%	Leasing
ntl Midlands Limited	Ordinary	100%	Telecoms
ntl National Networks Limited	Ordinary	100%	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
NTL North CableComms Holdings, Inc	Common stock	100%*	Holding
NTL North CableComms Management, Inc	Common stock	100%*	Telecoms
ntl Partcheer Company Limited	Ordinary	100%	Telecoms
ntl Pension Trustees Limited	Ordinary	100%	Telecoms
NTL Programming Subsidiary Company	Common stock	100%*	Telecoms
ntl Rectangle Limited	Ordinary	100%	Holding
ntl Sideoffer Limited	Ordinary	89%	Telecoms
NTL Solent Company	Common stock	100%*	Telecoms
ntl Solent Telephone and Cable TV Company Limited	Ordinary	100%	Telecoms
NTL South CableComms Holdings, Inc	Common stock	100%*	Holding
NTL South CableComms Management, Inc	Common stock	100%*	Telecoms
ntl South Central Limited	Ordinary	100%	Telecoms
ntl South Wales Limited	Ordinary	100%	Telecoms
ntl Streetunique Projects Limited	Ordinary	100%	Telecoms
ntl Streetunit Projects Limited	Ordinary	100%	Telecoms
ntl Streetusual Services Limited	Ordinary	100%	Telecoms
ntl Streetvision Services Limited	Ordinary	100%	Telecoms
ntl Streetvital Services Limited	Ordinary	100%	Telecoms
ntl Streetwarm Services Limited	Ordinary	91.09%	Telecoms
ntl Streetwide Services Limited	Ordinary	100%	Telecoms
ntl Strikeagent Trading Limited	Ordinary	100%	Telecoms
ntl Strikeamount Trading Limited	Ordinary	100%	Telecoms
ntl Strikeapart Trading Limited	Ordinary	100%	Telecoms
NTL Surrey Company	Common stock	100%*	Telecoms
NTL Sussex Company	Common stock	100%*	Telecoms
Cable on Demand Limited (previously ntl Teesside Limited)	Ordinary	100%	Telecoms
ntl Telecom Services Limited	Ordinary	100%	Telecoms
ntl Trustees Limited	Ordinary	100%	Telecoms
NTL UK CableComms Holdings, Inc	Common stock	100%*	Holding
ntl UK Telephone and Cable TV Holding Company Limited	Ordinary	100%	Holding
ntl Victoria II Limited	Ordinary	100%	Holding
NTL Wessex Company	Common stock	100%*	Telecoms
ntl Winston Holdings Limited	Ordinary	100%	Holding
NTL Winston Holdings, Inc	Common stock	100%*	Holding
NTL Wirral Company	Common stock	100%*	Telecoms
ntl Wirral Telephone and Cable TV Company	Ordinary	100%	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
ntl Wirral Telephone and Cable TV Company Leasing Limited	Ordinary	100%	Telecoms
Omne Telecommunications Limited	Ordinary	100%	Telecoms
Perth Cable Television Limited	Ordinary	100%#	Telecoms
Rapid Business Solutions Limited	Ordinary	100%	Telecoms
Rapid Travel Solutions Limited	Ordinary	100%	Telecoms
Screenshop Limited	Ordinary	100%	Telecoms
Sheffield Cable Communications Limited	Ordinary	100%	Telecoms
Smallworld Cable Limited	Ordinary	100%	Telecoms
Smashedatom Limited	Ordinary	60%	Telecoms
South CableComms Holdings, Inc	Common stock	100%*	Holding
South CableComms LLC	Ordinary	100%*	Telecoms
South CableComms Management, Inc	Common stock	100%*	Telecoms
Southwestern Bell International Holdings Limited	Ordinary	100%	Holding
Telewest Communications (Central Lancashire) Limited	Ordinary	100%	Telecoms
Telewest Communications (Cotswolds) Limited	Ordinary	100%	Telecoms
Telewest Communications (Cumbernauld) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Dumbarton) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Dundee & Perth) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Falkirk) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Fylde & Wyre) Limited	Ordinary	100%	Telecoms
Telewest Communications (Glenrothes) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Liverpool) Limited	Ordinary	100%	Telecoms
Telewest Communications (London South) Limited	Ordinary	100%#	Telecoms
Telewest Communications (Midlands and North West) Leasing Limited	Ordinary	100%#	Leasing
Telewest Communications (Midlands and North West) Limited	Ordinary	100%	Telecoms
Telewest Communications (Midlands) Limited	Ordinary	100%	Telecoms
Telewest Communications (Motherwell) Limited	Ordinary	100%#	Telecoms
Telewest Communications (North East) Limited	Ordinary	100%	Investment
Telewest Communications (North West) Limited	Ordinary	100%	Telecoms
Cable Internet Limited (previously Telewest Communications (Publications) Limited)	Ordinary	100%	Telecoms
Telewest Communications (Scotland Holdings) Limited	Ordinary	100%#	Holding
Telewest Communications (Scotland) Limited	Ordinary	100%#	Telecoms
Telewest Communications (South East) Limited	Ordinary	100%	Investment
Telewest Communications (South Thames Estuary) Limited	Ordinary	100%	Telecoms
Telewest Communications (South West) Limited	Ordinary	100%	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
Telewest Communications (Southport) Limited	Ordinary	100%	Telecoms
Telewest Communications (St Helens & Knowsley) Limited	Ordinary	100%	Telecoms
Telewest Communications (Telford) Limited	Ordinary	100%	Telecoms
Telewest Communications (Tyneside) Limited	Ordinary	100%	Telecoms
Telewest Communications (Wigan) Limited	Ordinary	100%	Telecoms
Telewest Communications Cable Limited	Ordinary	100%	Holding
Telewest Communications Holdco Limited	Ordinary	100%	Holding
Telewest Communications Holdings Limited	Ordinary	100%	Holding
Telewest Communications Networks Limited	Ordinary	100%	Holding
Telewest Global Finance LLC	Common stock	100%*	Telecoms
Telewest Limited	Ordinary	100%	Holding
Telewest Parliamentary Holdings Limited	Ordinary	100%	Holding
Telewest Trustees Limited	Ordinary	100%	Telecoms
Telewest Workwise Limited	Ordinary	100%	Telecoms
The Cable Corporation Limited	Ordinary	100%	Holding
The Yorkshire Cable Group Limited	Ordinary	100%	Holding
Theseus No.1 Limited	Ordinary	100%	Telecoms
Theseus No.2 Limited	Ordinary	100%	Telecoms
TVS Television Limited	Ordinary	100%	Telecoms
United Artists Investments Limited	Ordinary	100%	Telecoms
Virgin Media Bristol LLC	Common stock	100%*	Holding
Virgin Media Business Limited	Ordinary	100%	Telecoms
Virgin Media Payments Limited	Ordinary	100%	Collections
Virgin Media Sales Limited	Ordinary	100%	Telecoms
Virgin Media Secretaries Limited	Ordinary	100%	Finance
Virgin Media Wholesale Limited	Ordinary	100%	Holding
Virgin Mobile Group (UK) Limited	Ordinary	100%	Holding
Virgin Mobile Telecoms Limited	Ordinary	100%	Telecoms
Virgin Net Limited	Ordinary	100%	Telecoms
VMWH Limited	Ordinary	100%	Holding
W Television Leasing Limited	Ordinary	100%	Leasing
Wakefield Cable Communications Limited	Ordinary	100%	Telecoms
Windsor Television Limited	Ordinary	100%	Telecoms
Winston Investors LLC	Ordinary	100%*	Telecoms
Workplace Technologies Trustees Company Limited	Ordinary	100%	Telecoms
X-TANT Limited	Ordinary	100%	Telecoms
Yorkshire Cable Communications Limited	Ordinary	100%	Telecoms

VIRGIN MEDIA INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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List of investments (continued)

Name of company	Holdings	Proportion held	Nature of business
Indirect shareholdings (continued)			
Yorkshire Cable Finance Limited	Ordinary	100%	Telecoms
Yorkshire Cable Limited	Ordinary	100%	Telecoms
Yorkshire Cable Telecom Limited	Ordinary	100%	Telecoms

registered in Scotland

* incorporated in the USA

+ incorporated in Jersey

^ incorporated in Ireland

All companies are registered in England and Wales unless otherwise noted.

During the year, the directors of the following companies submitted applications for voluntary strike off and/or the companies were dissolved.

Name of company	Date of application	Date of dissolution
Direct shareholdings		
VM Real Estate Limited	3 August 2015	Pending
Indirect shareholdings		
VM Real Estate Limited	3 August 2015	Pending
Anglia Cable Communications Limited	19 May 2015	6 October 2015
East Coast Cable Limited	19 May 2015	6 October 2015
ntl (County Durham) Limited	19 May 2015	6 October 2015
ntl (Ealing) Limited	19 May 2015	6 October 2015
ntl (Hampshire) Limited	19 May 2015	6 October 2015
ntl (Harrogate) Limited	19 May 2015	6 October 2015
ntl (Wearside) Limited	19 May 2015	6 October 2015
ntl (West London) Limited	19 May 2015	6 October 2015
Birmingham Cable Finance Limited	24 November 2015	9 December 2015
IVS Cable Holdings Limited	24 November 2015	14 December 2015
SANE Network Limited	3 August 2015	22 December 2015
Cable Finance Limited	24 November 2015	24 December 2015
CCL Corporate Communication Services Limited	3 August 2015	29 December 2015
EMS Investments Limited	3 August 2015	29 December 2015
ntl (Kent) Limited	3 August 2015	29 December 2015
Pinnacle Debt Recovery Limited	3 August 2015	29 December 2015
Telewest Communications (Internet) Limited	3 August 2015	29 December 2015
Telewest Health Trustees Limited	3 August 2015	29 December 2015

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**NOTES TO THE FINANCIAL STATEMENTS
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List of investments (continued)

Name of company	Date of application	Date of dissolution
Indirect shareholdings (continued)		
Virgin Media Directors Limited	3 August 2015	29 December 2015
Yorkshire Cable Properties Limited	3 August 2015	29 December 2015
Cambridge Cable Services Limited	9 September 2015	2 February 2016
Central Cable Sales Limited	9 September 2015	2 February 2016
Network Gaming Consulting Limited	2 October 2015	2 February 2016
Lanbase European Holdings Limited	5 November 2015	23 February 2016
Lanbase Limited	5 November 2015	23 February 2016
Yorkshire Cable Limited	5 November 2015	23 February 2016
Yorkshire Cable Telecom Limited	5 November 2015	23 February 2016
Flextech (Travel Channel) Limited	24 November 2015	1 March 2016
Flextech Digital Broadcasting Limited	24 November 2015	1 March 2016
Flextech Family Channel Limited	24 November 2015	1 March 2016
Flextech Video Games Limited	24 November 2015	1 March 2016
Fleximedia Limited	8 December 2015	5 April 2016
Flextech Distribution Limited	8 December 2015	5 April 2016
Flextech IVS Limited	8 December 2015	5 April 2016
Flextech L Limited	8 December 2015	5 April 2016
United Artists Investments Limited	8 December 2015	5 April 2016
Continental Shelf 16 Limited	22 December 2015	5 April 2016
Ed Stone Limited	22 December 2015	5 April 2016
ntl Holdings (Fenland) Limited	5 January 2016	26 April 2016
Capital City Cablevision Limited	3 August 2015	Pending
Credit-Track Debt Recovery Limited	3 August 2015	Pending
ntl (CWC Holdings)	3 August 2015	Pending
ntl (Peterborough) Limited	3 August 2015	Pending
ntl (V) Plan Pension Trustees Limited	3 August 2015	Pending
ntl Darlington Limited	3 August 2015	Pending
ntl Holdings (Peterborough) Limited	3 August 2015	Pending
Telewest Trustees Limited	3 August 2015	Pending
Virgin Media Sales Limited	3 August 2015	Pending
Workplace Technologies Trustees Company Limited	3 August 2015	Pending
Hieronymous Limited	9 September 2015	Pending
ntl Holdings (East London) Limited	9 September 2015	Pending
ntl (Leeds) Limited	2 October 2015	Pending
ntl (Norwich) Limited	2 October 2015	Pending
ntl Acquisition Company Limited	2 October 2015	Pending
ntl Fawnspring Limited	2 October 2015	Pending

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**NOTES TO THE FINANCIAL STATEMENTS
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List of investments (continued)

Name of company	Date of application	Date of dissolution
Indirect shareholdings (continued)		
Barnsley Cable Communications Limited	5 November 2015	Pending
Bluebottle Call Limited	5 November 2015	Pending
Doncaster Cable Communications Limited	5 November 2015	Pending
Halifax Cable Communications Limited	5 November 2015	Pending
ntl (Southampton and Eastleigh) Limited	5 November 2015	Pending
ntl Holdings (Norwich) Limited	5 November 2015	Pending
Telewest Parliamentary Holdings Limited	5 November 2015	Pending
Bradford Cable Communications Limited	24 November 2015	Pending
Wakefield Cable Communications Limited	24 November 2015	Pending
Yorkshire Cable Finance Limited	24 November 2015	Pending