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COMPANY REGISTRATION NUMBER FC018124

Virgin Media (UK) Group, Inc

Financial Statements

31 December 2013

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Virgin Media (UK) Group, Inc

Financial Statements

Year ended 31 December 2013

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Virgin Media (UK) Group, Inc

Company Information

The board of directors	R D Dunn M O Hifzi
Company secretary	G E James
Registered office	2711 Centerville Road Suite 400 Dover Wilmington DE 19808 USA
Auditor	KPMG LLP Chartered Accountants One Snowhill Snow Hill Queensway Birmingham B4 6GH

Virgin Media (UK) Group, Inc

Strategic Report

Year ended 31 December 2013

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 material investments of the company are shown in note 14 to the financial statements.

At 31 December 2013 the company was a wholly owned subsidiary undertaking of Virgin Media Inc (Virgin Media). Virgin Media became a wholly-owned subsidiary of Liberty Global plc (Liberty Global) as a result of a series of mergers that were completed on 7 June 2013 (the LG/VM Transaction). This is referred to in more detail in the consolidated financial statements of Virgin Media Inc which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

The Virgin Media Inc consolidated group (the group) operates under the Virgin Media brand in the United Kingdom (U K).

The group provides digital cable, broadband internet, fixed-line telephony and mobile services in the U K to both residential and business-to-business (B2B) customers. The group is one of the U K's largest providers of residential digital cable, broadband internet and fixed-line telephony services in terms of customers. The group believes its advanced, deep-fibre cable access network enables it to offer faster and higher quality broadband internet services than our digital subscriber line, or DSL competitors. As a result, it provides our customers with a leading next generation broadband internet service and one of the most advanced interactive digital cable services available in the U K market.

As of 31 December 2013, the group provided services to approximately 4.9 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, providing mobile telephony services to 1.9 million contract mobile customers and 1.1 million prepaid mobile customers over third party networks. As of 31 December 2013, 84% of residential customers on the group's cable network received multiple services from the group, and 66% were "triple play" customers, receiving broadband internet, digital cable and fixed-line telephony services from the group.

In addition the group provides broadband internet, fixed-line and mobile telephony and other connectivity services to businesses, public sector organisations and service providers.

The company reported an increase in both net current assets and total assets less liabilities for the year ended 31 December 2013. During the year, no new external finance was arranged and there was no movement in the called up equity share capital of the company.

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

During the year, the company recognised operating exceptional items in respect of the release of historic investment impairment provisions of £7,668,505,000 (2012 - £nil) and the release of provisions against intercompany receivables of £21,000 (2012 - £nil). There have been no other significant transactions during the period.

The company has not received any dividends from its subsidiaries during the period (2012 - £nil).

Virgin Media (UK) Group, Inc

Strategic Report *(continued)*

Year ended 31 December 2013

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 2013, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

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.

Signed on behalf of the directors



G E James
Company Secretary

Approved by the directors on 30 June 2014

Virgin Media (UK) Group, Inc

Directors' Report

Year ended 31 December 2013

The directors present their report and the financial statements of the company for the year ended 31 December 2013

Results and dividends

The profit for the financial year amounted to £7,678,447,000 (2012 - profit of £9,767,000) The directors have not recommended an ordinary dividend (2012 - £nil)

Directors

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

C B E Withers	(Resigned 31 March 2014)
R D Dunn	(Appointed 29 November 2013)
M O Hifzi	(Appointed 31 March 2014)
R C Gale	(Resigned 29 November 2013)

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

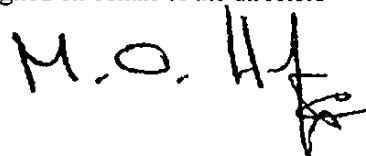
Disclosure of information to the auditor

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

On 5 June 2014, Ernst and Young LLP resigned as auditors and subsequently KPMG LLP were appointed

Signed on behalf of the directors



M O Hifzi
Director

Approved by the directors on 30 June 2014

Virgin Media (UK) Group, Inc

Directors' Responsibilities Statement

Year ended 31 December 2013

The directors are responsible for preparing the Strategic Report, 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 year.

In preparing these 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 Members of Virgin Media (UK) Group, Inc

Year ended 31 December 2013

We have audited the financial statements of Virgin Media (UK) Group, Inc for the year ended 31 December 2013 on pages 8 to 19. 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 members, as a body, 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 members 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 members as a body, 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 5, 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 2013 and of its profit 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 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 Members of Virgin Media (UK) Group, Inc (continued)

Year ended 31 December 2013

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



Xavier Timmermans (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

30 June 2014

Virgin Media (UK) Group, Inc

Profit and Loss Account

Year ended 31 December 2013

	Note	2013 £000	2012 £000
Administrative income		7,668,531	—
Operating profit	2	7,668,531	—
Attributable to			
Operating profit before exceptional items		5	—
Operating exceptional items	2	7,668,526	—
		<u>7,668,531</u>	<u>—</u>
Other interest receivable and similar income	4	9,916	9,767
Profit on ordinary activities before tax		7,678,447	9,767
Tax on profit on ordinary activities	5	—	—
Profit for the financial year	12	<u>7,678,447</u>	<u>9,767</u>

The company has no other gains or losses and therefore no separate statement of total recognised gains or losses is presented

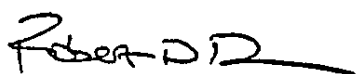
All results relate to continuing operations

The notes on pages 10 to 19 form part of these financial statements.

Virgin Media (UK) Group, Inc**Balance Sheet****31 December 2013**

	Note	2013 £000	2012 £000
Fixed assets			
Investments	6	<u>10,614,952</u>	<u>2,946,447</u>
Current assets			
Debtors due within one year	7	<u>633,939</u>	<u>624,014</u>
Cash at bank		<u>18</u>	<u>18</u>
		<u>633,957</u>	<u>624,032</u>
Creditors Amounts falling due within one year	8	<u>(45,184)</u>	<u>(45,201)</u>
Net current assets		588,773	578,831
Total assets less current liabilities		<u>11,203,725</u>	<u>3,525,278</u>
Capital and reserves			
Share capital	11	–	–
Share premium account	12	<u>15,639,839</u>	<u>15,639,839</u>
Capital contribution	12	<u>1,307,567</u>	<u>1,307,567</u>
Profit and loss account	12	<u>(5,743,681)</u>	<u>(13,422,128)</u>
Shareholders' funds	12	<u>11,203,725</u>	<u>3,525,278</u>

These financial statements were approved by the directors on 30 June 2014 and are signed on their behalf by



R D Dunn
Director

The notes on pages 10 to 19 form part of these financial statements.

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

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 13). 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 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.

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 its ultimate parent company.

Deferred tax

Deferred tax is recognised, as appropriate, 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:

- provision is made for deferred 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 where the replacement assets are sold, and

- 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.

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

1. Accounting policies *(continued)*

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. The resulting exchange differences are taken to the Profit and Loss Account.

Trade and other debtors

Trade and other debtors are stated at their recoverable amount. Provision is made when the amount receivable is not considered recoverable and the amount is fully written off when the probability for recovery of a balance is assessed as being remote.

2. Operating profit

Operating profit is stated after crediting

	2013 £000	2012 £000
Net profit on foreign currency translation	(5)	—
Release of provision against amounts owed by group undertakings	(21)	—
Investment impairment release	<u>(7,668,505)</u>	<u>—</u>

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 2013 concluded that a release of provision against amounts due from group undertakings totalling £21,000 should be made (2012 - £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 2013 concluded that a release of an impairment provision of £7,668,505,000 should be made (2012 - £nil).

Auditor's remuneration of £1,000 (2012 - £1,000) 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 £803 (2012 - £500) in relation to qualifying services as directors of this company, all of which was paid by, and is disclosed in the financial accounts of Virgin Media Limited. In 2013 this included an element relating to compensation for loss of office.

3. 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 (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

4. Other interest receivable and similar income

	2013	2012
	£000	£000
Interest on amounts owed by group undertakings	<u>9,916</u>	<u>9,767</u>

5. Tax on profit on ordinary activities

The tax charge is made up as follows

	2013	2012
	£000	£000
Current tax charge:		
Current tax on profit for the year	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax charge on profit on ordinary activities	-	-

The tax assessed on the profit on ordinary activities for the year is lower than (2012 - lower) the standard rate of corporation tax in the UK of 23.25% (2012 - 24.50%). The differences are explained below

	2013	2012
	£000	£000
Profit on ordinary activities before tax	<u>7,678,447</u>	<u>9,767</u>
Profit on ordinary activities multiplied by rate of tax	1,785,239	2,393
Effects of		
Income not taxable	(1,782,933)	-
Group relief claimed without payment	<u>(2,306)</u>	<u>(2,393)</u>
Total current tax	-	-

Factors affecting current and future tax charges

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

6. Investments

	Subsidiary undertakings
	£000
Cost	
At 1 January 2013 and 31 December 2013	<u>15,973,726</u>
Amounts written off	
At 1 January 2013	13,027,279
Amounts written back in the year	<u>(7,668,505)</u>
At 31 December 2013	<u>5,358,774</u>
Net book value	
At 31 December 2013	<u>10,614,952</u>
At 31 December 2012	<u>2,946,447</u>

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 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 shown in note 14

7 Debtors

	2013 £000	2012 £000
Amounts owed by group undertakings	<u>633,939</u>	<u>624,014</u>
The analysis of amounts owed by group undertakings is		
	2013 £000	2012 £000
Loans advanced to group undertakings	595,472	585,556
Other amounts owed by group undertakings	38,467	38,479
Impairment provision on amounts owed by group undertakings	—	(21)
	<u>633,939</u>	<u>624,014</u>

Amounts owed by group undertakings are unsecured and repayable on demand

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

8. Creditors: Amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	<u>45,184</u>	<u>45,201</u>

The analysis of amounts owed to group undertakings is

	2013 £000	2012 £000
Other amounts owed to group undertakings	<u>45,184</u>	<u>45,201</u>

Amounts owed to group undertakings are unsecured and repayable on demand

9. Contingent liabilities

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2013, this comprised term facilities that amounted to £2,638 million (2012 - £750 million) and a revolving credit facility of £660 million (2012 - £450 million). With the exception of the revolving credit facility, all available amounts were borrowed under the senior secured credit facility with an equivalent aggregate value of £2,638 million (2012 - £750 million). Borrowings under the facilities are secured against the assets of certain members of the group.

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 2013 amounted to £4,081 million (2012 - £2,582 million). Borrowings under the notes are secured against the assets of certain members of the group.

During March 2014, a fellow group undertaking of the company, issued (i) \$425 million principal amount of 5.5% senior secured notes due 15 January 2025 (ii) £430 million principal amount of 5.5% senior secured notes due 15 January 2025 and (iii) £225 million principal amount of 6.25% senior secured notes due 28 March 2029. The net proceeds of the issuance of these senior secured notes were used to redeem an equivalent aggregate amount of £875 million of the group's existing senior secured notes.

In April 2014, a fellow group undertaking issued a further £175 million principal amount of 6.25% senior secured notes due 28 March 2029. In addition, fellow group undertakings entered into (i) a new £100 million term loan ("Facility D") that matures on 30 June 2022 and (ii) a new £849.4 million term loan ("Facility E") that matures on 30 June 2023, each under the existing senior secured credit facility, and for which all available amounts were borrowed with an equivalent aggregate value of £949.4 million.

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

9. Contingent liabilities *(continued)*

On 22 May 2014, the net proceeds from the issuance of the £175 million senior secured notes, along with borrowings under Facility D and Facility E, were used to fully redeem an equivalent aggregate amount of £592.7 million and £600 million of the group's existing senior secured notes and senior secured credit facility respectively.

Following the refinancing activities detailed above, the amounts borrowed under the senior secured credit facility amounted to £1,324.4 million and \$2,755.0 million and the amounts borrowed under the senior secured notes amounted to £2,558.4 million and \$1,872.9 million.

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 2013 amounted to approximately £1,302 million (2012 - £1,824 million).

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

10. 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 Liberty Global plc, and its subsidiaries (see note 13).

11. Share capital

Allotted, called up and fully paid:

	2013		2012	
	No	£000	No	£000
"A" Class Common Stock shares of £0.01 each	3,459	-	3,459	-
"B" Class Common Stock shares of £0.01 each	4,972	-	4,972	-
	<u>8,431</u>	<u>-</u>	<u>8,431</u>	<u>-</u>

All shares rank *pari passu* with each other in all material respects.

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

12. Reconciliation of shareholders' funds and movement on reserves

	Share capital £000	Share premium account £000	Capital contribution reserve £000	Profit and loss account £000	Total shareholders' funds £000
At 1 January 2012	–	15,639,839	1,307,567	(13,431,895)	3,515,511
Profit for the year	–	–	–	9,767	9,767
At 31 December 2012 and 1 January 2013	–	15,639,839	1,307,567	(13,422,128)	3,525,278
Profit for the year	–	–	–	7,678,447	7,678,447
At 31 December 2013	–	15,639,839	1,307,567	(5,743,681)	11,203,725

13. Parent undertaking and controlling party

The company's immediate parent undertaking is Virgin Media Group LLC

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 2013 are Virgin Media Inc and Liberty Global plc, respectively

On 7 June 2013 Liberty Global, Inc and Virgin Media Inc completed a series of mergers, which resulted in the company's ultimate parent and controlling party changing to Liberty Global plc

The company's ultimate parent undertaking and controlling party at 31 December 2013 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

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

14. List of investments

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

Name of Company	Holdings	Proportion Held	Nature of Business
Virgin Media Communications Limited	Ordinary	100%	Holding
VM Sundial Limited	Ordinary	100%	Finance
Virgin Media Finance PLC	Ordinary	100%#	Holding
Virgin Media Investment Holdings Limited	Ordinary	100%#	Holding
Virgin Media Investments Limited	Ordinary	100%#	Holding
Virgin Media Secured Finance PLC	Ordinary	100%#	Finance
Virgin Media SFA Finance Limited	Ordinary	100%#	Finance
Virgin Media Payments Limited	Ordinary	100%#	Collections
Virgin Media Limited	Ordinary	100%#	Telecoms
Telewest UK Limited	Ordinary	100%#	Telecoms
VMIH Sub Limited	Ordinary	100%#	Holding
ntl Business Limited	Ordinary	100%#	Telecoms
Diamond Cable Communications Limited	Ordinary	100%#	Holding
ntl Business (Ireland) Limited	Ordinary	100%#	Telecoms
ntl Funding Limited	Ordinary	100%#	Telecoms
ntl Irish Holdings Limited	Ordinary	100%#	Telecoms
ntl Rectangle Limited	Ordinary	100%#	Holding
ntl Midlands Limited	Ordinary	100%#	Telecoms
NTL (Triangle) LLC	Common Stock	100%#(1)	Holding
ntl Cambridge Limited	Ordinary	100%#	Telecoms
BCMV Limited	Ordinary	100%#	Telecoms
ntl (South Hertfordshire) Limited	Ordinary	100%#	Telecoms
ntl CableComms Bolton	Ordinary	100%#(11)	Telecoms
ntl CableComms Bromley	Ordinary	100%#(11)	Telecoms
ntl CableComms Bury and Rochdale	Ordinary	100%#(11)	Telecoms
ntl CableComms Cheshire	Ordinary	100%#(11)	Telecoms
ntl CableComms Derby	Ordinary	100%#(11)	Telecoms
ntl CableComms Greater Manchester	Ordinary	100%#(11)	Telecoms
ntl CableComms Macclesfield	Ordinary	100%#(11)	Telecoms
ntl CableComms Oldham and Tameside	Ordinary	100%#(11)	Telecoms
ntl CableComms Solent	Ordinary	100%#(11)	Telecoms
ntl CableComms Staffordshire	Ordinary	100%#(11)	Telecoms
ntl CableComms Stockport	Ordinary	100%#(11)	Telecoms
ntl CableComms Surrey	Ordinary	100%#(11)	Telecoms
ntl CableComms Sussex	Ordinary	100%#(11)	Telecoms
ntl CableComms Wessex	Ordinary	100%#(11)	Telecoms
ntl CableComms Wirral	Ordinary	100%#(11)	Telecoms
ntl Wirral Telephone and Cable TV Company	Ordinary	100%#(11)	Telecoms
ntl Communications Services Limited	Ordinary	100%#	Telecoms
X-Tant Limited	Ordinary	100%#	Telecoms
ntl Kirklees	Ordinary	100%#(11)	Telecoms
ntl Glasgow	Ordinary	100%#(11)(11)	Telecoms
Virgin Net Limited	Ordinary	100%#	Telecoms
Virgin Mobile Group (UK) Limited	Ordinary	100%#	Telecoms
Virgin Mobile Telecoms Limited	Ordinary	100%#	Telecoms
Blueyonder Workwise Limited	Ordinary	100%#	Telecoms

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

List of investments (continued)

Name of Company	Holdings	Proportion Held	Nature of Business
Virgin Media Business Limited	Ordinary	100%#	Telecoms
Birmingham Cable 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
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
Telewest Communications (South West) Limited	Ordinary	100%#(iv)	Telecoms
Telewest Communications (Cotswolds) Limited	Ordinary	100%#(iv)	Telecoms
Telewest Communications (London South) Limited	Ordinary	100%#(iv)	Telecoms
Telewest Communications (South East) Limited	Ordinary	100%#(iv)	Telecoms
Telewest Communications (South Thames Estuary) Limited	Ordinary	100%#	Holding
Telewest Communications (Midlands & North West) Limited	Ordinary	100%#	Telecoms
M&NW Network Limited	Ordinary	100%#	Telecoms
M&NW Network II Limited	Ordinary	100%#	Telecoms
Telewest Communications (Cumbernauld) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Dumbarton) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Dundee & Perth) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Falkirk) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Glenrothes) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Motherwell) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (Scotland) Limited	Ordinary	100%#(iii)	Telecoms
Telewest Communications (North East) Limited	Ordinary	100%#	Telecoms
VMWH Limited	Ordinary	100%#	Holding
Virgin Media Wholesale 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
Yorkshire 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
Bluebottle Call Limited	Ordinary	100%#	Service
ntl CableComms Limited	Ordinary	100%#	Telecoms
ntl(CWC)Limited	Ordinary	100%#	Telecoms
Telewest Communications Networks Limited	Ordinary	100%#	Holding

held by subsidiary undertaking

(i) incorporated in the USA

(ii) unlimited company

(iii) registered in Scotland

(iv) joint venture

Virgin Media (UK) Group, Inc

Notes to the Financial Statements

Year ended 31 December 2013

The company has taken advantage of Section 410 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

All companies are registered in England and Wales unless otherwise noted