

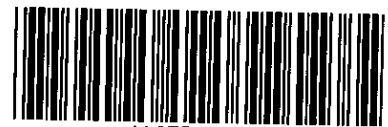
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**NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK
CABLECOMMS HOLDINGS, INC)**

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

COMPANY INFORMATION

Director ntl CableComms Group Limited

Registered number FC023130

Registered office 251 Little Falls Drive
Wilmington
Delaware 19808
USA

Independent auditor KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

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NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

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 17. The company is registered in the UK as a branch of an overseas company. On 23 March 2017, the company changed its name from NTL UK CableComms Holdings, Inc. to reflect the adoption of a Limited Liability Company (LLC) Agreement, on conversion to an LLC on 16 December 2016.

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).

The group provides video, 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 video, 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 television services available in the UK and Irish markets.

The group provides mobile services to its customers using a third-party network through mobile virtual network operators (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 and Ireland.

At 31 December 2016, the group provided services to approximately 5.7 million residential cable customers on its network. The group is also one of the largest MVNO by number of customers, providing mobile telephony services to 2.4 million contract mobile customers and 0.6 million prepay mobile customers over third party networks. At 31 December 2016, 83% of residential customers on the group's cable network received multiple services and 62% were "triple-play" customers, receiving broadband internet, video and fixed-line telephony services from the group.

Liberty Global is the largest international cable company with operations in more than 30 countries and its market-leading triple-play services are provided through next-generation networks and innovative technology platforms that connected 25 million customers subscribing to 50 million television, broadband internet and telephony services. In addition at 31 December 2016, Liberty Global served 10 million mobile subscribers and offered WiFi service across 5 million access points.

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.

The company received a dividend of £1,000 from its subsidiary undertakings during the year (2015 - £nil).

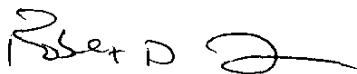
Principal risks and uncertainties

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, including consideration of the impact of the UK referendum in June 2016 and the withdrawal from the European Union, is provided in Virgin Media Inc.'s financial statements and annual report for 2016, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

This report was approved by the board of the corporate director, ntl CableComms Group Limited, on 20 June 2017 and signed on its behalf.



R D Dunn

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors present their report and the financial statements for the year ended 31 December 2016.

Results and dividends

The profit for the year, after tax, amounted to £64,445,000 (2015 - £8,164,000).

The directors have not recommended an ordinary dividend (2015 - £nil).

Directors

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

ntl CableComms Group Limited (appointed 16 December 2016)

R D Dunn (resigned 16 December 2016)

M O Hifzi (resigned 16 December 2016)

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.

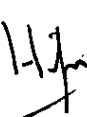
Disclosure of information to the auditor

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 Company Act 2006.

This report was approved by the board of the corporate director, ntl CableComms Group Limited, on 20 June 2017 and signed on its behalf.

M. O. Hifzi

M O Hifzi

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2016**

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

We have audited the financial statements of NTL UK CableComms Holdings LLC (previously NTL UK CableComms Holdings, Inc) for the year ended 31 December 2016, set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) including FRS 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 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 2016 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, based on the work undertaken in the course of the audit, the information given in the Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

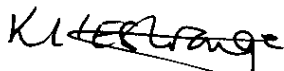
Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic Report and the Directors' Report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

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, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA
26 June 2017

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Note	2016 £000	2015 £000
Exceptional administrative income	4	56,383	-
Operating profit	4	56,383	-
Income from shares in group undertakings		1	-
Other interest receivable and similar income	7	37,650	45,161
Interest payable and similar expenses	8	(29,589)	(36,997)
Profit before tax		64,445	8,164
Tax on profit	9	-	-
Profit for the year		64,445	8,164

The notes on pages 8 to 15 form part of these financial statements.

There was no other comprehensive income or expenditure for 2016 or 2015 other than that included in the profit and loss account.

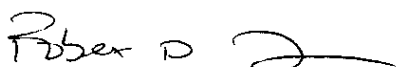
All results were derived from continuing operations.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)
REGISTERED NUMBER: FC023130

BALANCE SHEET
AS AT 31 DECEMBER 2016

	Note	2016 £000	2015 £000
Fixed assets			
Investments	10	204,567	515,318
Current assets			
Debtors due within one year	11	623,996	1,129,557
Creditors: amounts falling due within one year	12	(54,559)	(935,316)
Net current assets		569,437	194,241
Total assets less current liabilities		774,004	709,559
Net assets		774,004	709,559
Capital and reserves			
Share capital	13	-	-
Share premium account	14	380,306	380,306
Capital contribution reserve	14	515,318	515,318
Profit and loss account	14	(121,620)	(186,065)
Shareholder's funds		774,004	709,559

The financial statements were approved and authorised for issue by the board of the corporate director, ntl CableComms Group Limited, and were signed on its behalf on 10 June 2017.



R D Dunn

The notes on pages 8 to 15 form part of these financial statements.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Share capital	Share premium account	Capital contribution reserve	Profit and loss account	Shareholder's funds
	£000	£000	£000	£000	£000
At 1 January 2016	-	380,306	515,318	(186,065)	709,559
Comprehensive income for the year					
Profit for the year	-	-	-	64,445	64,445
Total comprehensive income for the year	-	-	-	64,445	64,445
At 31 December 2016	-	380,306	515,318	(121,620)	774,004

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

	Share capital	Share premium account	Capital contribution reserve	Profit and loss account	Shareholder's funds
	£000	£000	£000	£000	£000
At 1 January 2015	-	380,306	515,318	(194,229)	701,395
Comprehensive income for the year					
Profit for the year	-	-	-	8,164	8,164
Total comprehensive income for the year	-	-	-	8,164	8,164
At 31 December 2015	-	380,306	515,318	(186,065)	709,559

The notes on pages 8 to 15 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. Company information

NTL UK CableComms Holdings LLC (the "company") is a private company incorporated, domiciled and registered in the USA. The registered number is FC023130 and the registered address is 251 Little Falls Drive, Wilmington, Delaware 19808, USA.

The company is exempt by virtue of s400 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.

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

These financial statements have been prepared on a going concern basis, and under the historic cost basis in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 have been applied.

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 Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company's parent undertaking, Virgin Media Finance PLC includes the company in its consolidated financial statements. The consolidated financial statements of Virgin Media Finance PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- 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;
- disclosures in respect of the compensation of key management personnel; and
- disclosures of transactions with a management entity that provides key management personnel services to the company.

2.2 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.

2.3 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.

2.4 Dividend income

Income is recognised when the company's right to receive payment is established

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.5 Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside of profit or loss.

Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority.

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

In the process of applying the company's accounting policies which are described above, 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.

Recoverability of intercompany debtors

Intercompany debtors are stated at their recoverable amount less any necessary provision. Recoverability of intercompany debtors is assessed annually and a provision is recognised if any indications exist that the debtor is not considered recoverable.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

4. Operating profit

The operating profit is stated after charging/(crediting):

	2016	2015
	£000	£000
Release of intercompany debtor impairment provision	(367,134)	-
Provision for impairment of investments	310,751	-
	<u>310,751</u>	<u>-</u>

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.

The exceptional administrative items are made up as follows:

Recoverability of intercompany debtors is assessed annually. Based on the impairment review of intercompany indebtedness as at 31 December 2016, and a wider group restructure, the directors concluded on a release of provision against amounts due from group undertakings totaling £367,134,000 (2015 - £nil).

The carrying value of investments are assessed annually. Based on these reviews, and following a wider group restructure, the directors concluded on a provision for impairment of £310,751,000 (2015 - £nil) in respect of ntl UK Telephone and Cable TV Holding Company Limited, NTL Bromley LLC, NTL Solent LLC, NTL Surrey LLC, NTL Sussex LLC and NTL Wessex LLC.

5. Auditor's remuneration

Auditor's remuneration of £1,000 (2015 - £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.

6. Staff costs

The company does not have any directly employed staff and is not charged an allocation of staff costs by the group. Details of staff numbers and staff costs of the group are disclosed in the group accounts of Virgin Media Finance PLC.

7. Other interest receivable and similar income

	2016	2015
	£000	£000
Interest on amounts owed by group undertakings	37,650	45,161
	<u>37,650</u>	<u>45,161</u>

8. Interest payable and similar expenses

	2016	2015
	£000	£000
Interest on amounts owed to group undertakings	29,589	36,997
	<u>29,589</u>	<u>36,997</u>

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

9. Tax on profit

	2016	2015
	£000	£000
Current tax		
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Tax on profit	<u>-</u>	<u>-</u>

The tax assessed for the year is lower than (2015 - lower than) the standard rate of corporation tax in the UK of 20.00% (2015 - 20.25%). The differences are explained below:

	2016	2015
	£000	£000
Profit before tax	<u>64,445</u>	<u>8,164</u>
Profit multiplied by standard rate of corporation tax in the UK of 20.00% (2015 - 20.25%)	<u>12,889</u>	<u>1,653</u>
Effects of:		
Expenses not deductible for tax purposes	62,150	-
Income not chargeable	(73,427)	-
Group relief claimed without payment	(1,612)	(1,653)
Total tax charge for the year	<u>-</u>	<u>-</u>

Factors affecting current and future tax charges

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September and fully enacted on 15 September 2016. This will reduce the company's future current tax charge accordingly.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

10. Investments

	Investments in subsidiary undertakings £000
Cost	
At 1 January 2016	515,318
At 31 December 2016	515,318
Amounts written off	
Charge for the period	310,751
At 31 December 2016	310,751
Net book value	
At 31 December 2016	204,567
At 31 December 2015	515,318

The carrying value of investments are assessed annually. Based on these reviews, and following a wider group restructure, the directors concluded on a provision for impairment of £310,751,000 (2015 - £nil) in respect of ntl UK Telephone and Cable TV Holding Company Limited, NTL Bromley LLC, NTL Solent LLC, NTL Surrey LLC, NTL Sussex LLC and NTL Wessex LLC.

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 17.

11. Debtors

	2016 £000	2015 £000
Amounts owed by group undertakings	623,996	1,129,557

The analysis of amounts owed by group undertakings is:

	2016 £000	2015 £000
Loans advanced to group undertakings	623,114	1,167,562
Other amounts owed by group undertakings	20,193	348,440
Impairment provision on amounts owed by group undertakings	(19,311)	(386,445)
	623,996	1,129,557

Amounts owed by group undertakings are unsecured and repayable on demand.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

12. Creditors: amounts falling due within one year

	2016	2015
	£000	£000
Amounts owed to group undertakings	54,559	935,316

The analysis of amounts owed to group undertakings is:

	2016	2015
	£000	£000
Loans advanced by group undertakings	-	880,363
Other amounts owed to group undertakings	54,559	54,953
	54,559	935,316

Amounts owed to group undertakings are unsecured and repayable on demand.

13. Share capital

	2016	2015
	£	£
Allotted, called up and fully paid		
112 (2015 - 112) Ordinary shares of £0.01 each	1	1

14. 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.

Capital contribution reserve

Includes a capital contribution of £515,318,000 received from the company's parent. The terms of the contribution are such that it is not to be repaid otherwise than upon winding up of the company. The contribution is included within shareholder's funds and is classified as non-equity.

Profit and loss account

Includes all current and prior year retained profits and losses.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

15. Contingent liabilities

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2016, this comprised term facilities that amounted to £3,595 million (2015 - £2,198 million) and an outstanding balance of £nil (2015 - £148 million) which was borrowed under a revolving facility of £675 million (2015 - £675 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 2016 amounted to £5,024 million (2015 - £5,132 million). Borrowings under the notes are secured against the assets of certain members of the group.

In January 2017, a fellow group undertaking issued senior secured notes with a principal amount of £675 million. 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. The net proceeds were used to redeem in full £640.0 million outstanding principal amounts of existing senior secured notes.

In February 2017, a fellow group undertaking entered into a new term loan facility with an aggregate principal amount of £865 million. The new term loan 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. The net proceeds were used to repay in full £849.4 million outstanding principal amounts under the senior secured credit facility.

In March 2017, a fellow group undertaking completed an offer to exchange existing senior secured notes with an aggregate principal amount of £521 million due January 2021 for new senior secured notes with an aggregate principal amount of £521 million due January 2025. 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.

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

16. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl CableComms Group 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 2016 are Virgin Media Finance PLC and Liberty Global plc, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2016 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.

NTL UK CABLECOMMS HOLDINGS LLC (PREVIOUSLY NTL UK CABLECOMMS HOLDINGS, INC)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

17. List of investments

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 as follows:

Name of company		Holdings	Proportion held	Nature of business
Direct shareholdings				
NTL Bromley LLC	π Φ	Common stock	100%	Telecoms
NTL North CableComms Holdings LLC	π Φ	Common stock	100%	Holding
NTL North CableComms Management LLC	π Φ	Common stock	100%	Telecoms
NTL Solent LLC	π Φ	Common Stock	100%	Telecoms
NTL Surrey LLC	π Φ	Common stock	100%	Telecoms
NTL Sussex LCC	π Φ	Common stock	100%	Telecoms
ntl UK Telephone and Cable TV Holding Company Limited		Ordinary	100%	Holding
NTL Wessex LLC	π Φ	Common stock	100%	Telecoms
NTL Wirral LLC	π Φ	Common stock	100%	Telecoms
Indirect shareholdings				
ntl CableComms Limited		Ordinary	100%	Telecoms
ntl CableComms Manchester Limited		Ordinary	100%	Telecoms
ntl Microclock Services Limited		Ordinary	100%	Telecoms
ntl Partcheer Company Limited		Ordinary	100%	Telecoms
ntl Sideoffer Limited		Ordinary	100%	Telecoms
ntl Solent Telephone and Cable TV Company Limited		Ordinary	100%	Telecoms
NTL South CableComms Holdings, Inc	π Φ	Common stock	100%	Telecoms
NTL South CableComms Management LLC	π Φ	Common stock	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	100%	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

All companies are registered at Bartley Wood Business Park, Hook, Hampshire, RG27 9UP, unless otherwise noted below:

π 2711 Centerville Road, Suite 400, Wilmington, DE 19808

Φ Companies dissolved post year end