ntl UK CableComms Holdings, Inc Financial Statements 31 December 2013

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Financial Statements

Year ended 31 December 2013

Contents	Pages
Company information	1
Strategic report	2 to 3
Directors' report	4
Directors' responsibilities statement	5
Independent auditor's report to the members	6 to 7
Profit and loss account	8
Balance sheet	9
Notes to the financial statements	10 to 17

Company Information

The board of directors

R D Dunn

M O Hıfzı

Company secretary

G E James

Registered office

2711 Centerville Road

Suite 400 Wilmington Delaware 19808

USA

Auditor

KPMG LLP

Chartered Accountants

One Snowhill

Snow Hill Queensway

Birmingham B4 6GH

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 7

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 is 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 prepay 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 a movement from a net current liability to a net current asset position and an increase in total assets less current liabilities for the year ended 31 December 2013 as a result of normal operations and the impact of releases in debt and investment impairment. 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 an operating exceptional item in respect of the release of historic investment impairment provisions of £515,318,000 (2012 - £nil) and the release of provisions against intercompany receivables of £185,323,000 (2012 - release of £3,281,000) 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)

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

Strategic Report (continued)

Year ended 31 December 2013

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

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 £708,977,000 (2012 - profit of £15,526,000) 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 Hıfzı Dırector

Approved by the directors on 30 June 2014

M.O. Ht

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 ntl UK CableComms Holdings, Inc

Year ended 31 December 2013

We have audited the financial statements of ntl UK CableComms Holdings, Inc for the year ended 31 December 2013 on pages 8 to 17 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, 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, 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 ntl UK CableComms Holdings, 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

2

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

Profit and Loss Account

Year ended 31 December 2013

	Note	2013 £000	2012 £000
Administrative income		700,641	3,281
Operating profit	2	700,641	3,281
Attributable to Operating exceptional items	2	700,641	3,281
Other interest receivable and similar income	4	45,873	54,389
Interest payable and similar charges	5	(37,537)	(42,144)
Profit on ordinary activities before tax		708,977	15,526
Tax on profit on ordinary activities	6	_	_
Profit for the financial year	13	708,977	15,526

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 17 form part of these financial statements.

COMPANY REGISTRATION NUMBER: FC023130

ntl UK CableComms Holdings, Inc

Balance Sheet

31 December 2013

Fixed assets Investments	Note 7	2013 £000 515,318	2012 £000
Current assets Debtors due within one year	8	1,111,291	916,509
Creditors. Amounts falling due within one year	9	(933,114)	(931,991)
Net current assets/(liabilities)		178,177	(15,482)
Total assets less current habilities		693,495	(15,482)
Capital and reserves Share capital	12 13	_ 280.204	- 280.204
Share premium account Other reserves	13	380,306 515,318	380,306 515,318
Profit and loss account	13	(202,129)	(911,106)
Shareholder's funds/(deficit)	13	693,495	(15,482)

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

R D Dunn

PODER-DD

Director

The notes on pages 10 to 17 form part of these financial statements.

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 14) 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

Notes to the Financial Statements

Year ended 31 December 2013

1. Accounting policies (continued)

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	2012
	£000	£000
Release of provision against amounts due from group undertakings	(185,323)	(3,281)
Investment impairment release	(515,318)	_

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 £185,323,000 should be made (2012 - release of £3,281,000)

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 of £515,318,000 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

4. Other interest receivable and similar income

	2013	2012
	£000	£000
Interest on amounts owed by group undertakings	45,873	54,389
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Notes to the Financial Statements

Year ended 31 December 2013

5.	Interest payable and similar charges	-	
	Interest on amounts owed to group undertakings	2013 £000 37,537	2012 £000 42,144
6.	Tax on profit on ordinary activities		
	The tax charge is made up as follows	2013 £000	2012 £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 that rate of corporation tax in the UK of 23 25% (2012 - 24 50%). The differences		
	Profit on ordinary activities before tax	2013 £000 708,977	2012 £000 15,526
	Profit on ordinary activities multiplied by rate of tax Effects of	164,837	3,804
	Income not taxable Group relief claimed without payment	(162,899) (1,938)	(804) (3,000)
	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

Notes to the Financial Statements

Year ended 31 December 2013

7. Investments

Subsidiary undertakings
£000
515,318
515,318 (515,318)
515,318

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
Indirect shareholdings			
ntl Derby Cablevision Holding Company	Ordinary	100%#(1)	Holding
ntl Bolton Cablevision Holding Company	Ordinary	100%#(1)	Holding
ntl Manchester Cablevision Holding Company	Ordinary	100%#(1)	Holding
ntl CableComms Bolton	Ordinary	100%#(1)	Telecoms
ntl CableComms Bromley	Ordinary	100%#(1)	Telecoms
ntl CableComms Bury and Rochdale	Ordinary	100%#(1)	Telecoms
ntl CableComms Cheshire	Ordinary	100%#(1)	Telecoms
ntl CableComms Derby	Ordinary	100%#(1)	Telecoms
ntl CableComms East Lancashire	Ordinary	100%#(1)	Holding
ntl CableComms Greater Manchester	Ordinary	100%#(1)	Telecoms
ntl CableComms Limited	Ordinary	100%#	Telecoms
ntl CableComms Macclesfield	Ordinary	100%#(1)	Telecoms
ntl CableComms Oldham and Tameside	Ordinary	100%#(1)	Telecoms
ntl CableComms Solent	Ordinary	100%#(1)	Telecoms
ntl CableComms Staffordshire	Ordinary	100%#(1)	Telecoms
ntl CableComms Stockport	Ordinary	100%#(1)	Telecoms
ntl CableComms Surrey	Ordinary	100%#(1)	Telecoms

Notes to the Financial Statements

Year ended 31 December 2013

7. Investments (continued)

Name of Company	Holdings	Proportion held	Nature of Business
Indirect shareholdings (continued)			
ntl CableComms Sussex	Ordinary	100%#(1)	Telecoms
ntl CableComms Wessex	Ordinary	100%#(1)	Telecoms
ntl CableComms Wırral	Ordinary	100%#(1)	Telecoms
ntl Wırral Telephone and Cable TV Company	Ordinary	100%#(i)	Telecoms

held by subsidiary undertaking

(1) unlimited company

All companies are registered in England and Wales

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

8. Debtors

Amounts owed by group undertakings	2013 £000 1,111,291	2012 £000 916,509
The analysis of amounts owed by group undertakings is	2013 £000	2012 £000
Loans advanced to group undertakings Other amounts owed by group undertakings Impairment provision on amounts owed by group undertakings	1,166,855 330,881 (386,445) 1,111,291	1,166,495 321,782 (571,768) 916,509

Amounts owed to group undertakings are unsecured and repayable on demand

Notes to the Financial Statements

Year ended 31 December 2013

9.	Creditors: Amounts falling due within one year		
		2013	2012
		€000	£000
	Amounts owed to group undertakings	933,114	931,991
	The analysis of amounts owed to group undertakings is		
		2013	2012
		£000	£000
	Loans advanced by group undertakings	878,161	877,038
	Other amounts owed to group undertakings	54,953	54,953
		933,114	931,991

Amounts owed to group undertakings are unsecured and repayable on demand

10. 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

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

Notes to the Financial Statements

Year ended 31 December 2013

10. Contingent liabilities (continued)

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

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

11. 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 14)

12. Share capital

Allotted, called up and fully paid:

	2013		2012	
	No	£000	No	£000
Common stock shares of £0 01 each	112		112	-

13. Reconciliation of shareholder's funds/(deficit) and movement on reserves

	Share capital	Share premium account £000	Capital Contribution £000		Total shareholder's funds/(deficit) £000
At 1 January 2012	_	380,306	515,318	(926,632)	(31,008)
Profit for the year				15,526	15,526
At 31 December 2012					
and 1 January 2013	_	380,306	515,318	(911,106)	(15,482)
Profit for the year	_	´ -		708,977	708,977
At 31 December 2013		380,306	515,318	(202,129)	693,495

Notes to the Financial Statements

Year ended 31 December 2013

14. 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 2013 are Virgin Media Finance PLC 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