ntl Glasgow Financial Statements 31 December 2014



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COMPANIES HOUSE

Financial Statements

Year ended 31 December 2014

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Company Information

The board of directors R D Dunn

M O Hifzi

Company secretary G E James

Registered office1 South Gyle Crescent Lane Edinburgh

Edinburgh Scotland EH12 9EG

Auditor KPMG LLP

15 Canada Square London

London E14 5GL

Strategic Report

Year ended 31 December 2014

Principal activities and business review

The principal activity of the company during the year was, and will continue to be, the provision of digital cable, fixed-line telephony, broadband internet and other telecommunication services as well as running some of the telecommunication services over which they are provided.

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 (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 the number of customers. The group believes its advanced, deep-fibre cable access network enables us to offer faster and higher quality broadband services than our digital subscriber line, or DSL, competitors. As a result, it provides our customers with a leading, next-generation broadband service and one of the most advanced interactive TV services available in the U.K. market.

The group provides mobile services to our customers using a third-party network through an MVNO arrangement.

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 U.K.

At 31 December 2014, the group provided services to approximately 5.0 million residential cable customers on its network. The group is also one of the largest mobile virtual network operators by number of customers, providing mobile telephony services to 2.1 million contract mobile customers and 1.0 million prepay mobile customers over third party networks. At 31 December 2014, 84% of residential customers on the group's cable network received multiple services and 66% were "triple-play" customers, receiving broadband internet, digital cable and fixed-line telephony services from the group.

Liberty Global is the largest international cable company with operations in 14 countries. At 31 December 2014, Liberty Global's market-leading triple-play services are provided through next-generation networks and innovative technology platforms that connected 27 million customers subscribing to 56 million television, broadband internet and telephony services. In addition, Liberty Global served 5 million mobile subscribers across nine countries at 31 December 2014.

Strategic Report (continued)

Year ended 31 December 2014

Key performance indicators (KPI's)

The company's key financial and other performance indicators for the year are considered below.

•	2014	2013 Comments
Turnover (£000)	95,937	94,411 Turnover has increased by 1.6% due to an increase in the number of broadband internet subscribers and selective price increases.
Operating profit (£000)	19,672	15,608 Operating profit has increased by 26.0%, primarily due to a decrease in administrative expenses, driven by a decrease in
		management recharges from fellow group undertakings, and an increase in turnover.

Selected statistics for residential cable customers served by the company at 31 December 2014 and 31 December 2013 are shown in the table below:

	2014	2013
Products:		
Digital cable	118,600	119,500
Fixed-line telephone	124,300	124,200
Broadband internet	120,400	117,400
Total	363,300	361,100
Total customers	138,300	137,900
Products per customer	2.63	2.62

Each digital cable, fixed-line telephone and broadband internet subscriber directly connected to the company's network counts as one product. Accordingly, a subscriber who receives both fixed-line telephone and digital cable services counts as two products. Products may include subscribers receiving some services for free or at a reduced rate in connection with promotional offers.

The company reported an increase in both net current assets and total assets less current liabilities for the year ended 31 December 2014 as a result of normal operations. During the year, no new external finance was arranged and there was no movement in the called up equity share capital of the company. Operations were financed through the company's inter-company balances with fellow group undertakings.

Strategic Report (continued)

Year ended 31 December 2014

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 2014, 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 1 July 2015

Directors' Report

Year ended 31 December 2014

The directors present their report and the financial statements of the company for the year ended 31 December 2014.

Results and dividends

The profit for the financial year amounted to £26,810,000 (2013 - profit of £11,193,000). The directors have not recommended an ordinary dividend (2013 - £nil).

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

R D Dunn

M O Hifzi CBE Withers (Appointed 31 March 2014) (Resigned 31 March 2014)

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 are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Signed on behalf of the directors M.O. 11

M O Hifzi Director

Approved by the directors on 1 July 2015

Directors' Responsibilities Statement

Year ended 31 December 2014

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 judgements 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; 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 Glasgow

Year ended 31 December 2014

We have audited the financial statements of ntl Glasgow for the year ended 31 December 2014 on pages 9 to 18. 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 6, 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 2014 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 Glasgow (continued)

Year ended 31 December 2014

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.

John Cain, (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

15 Canada Square

London

E14 5GL

8 July 2015

Profit and Loss Account

Year ended 31 December 2014

		2014	2013
	Note	£000	£000
Turnover		95,937	94,411
Cost of sales		(23,572)	(22,211)
Gross profit		72,365	72,200
Administrative expenses		(52,693)	(56,592)
Operating profit	2	19,672	15,608
Other interest receivable and similar income	4	7,605	7,311
Interest payable and similar charges	5	(2,255)	(1,314)
Profit on ordinary activities before tax		25,022	21,605
Tax on profit on ordinary activities	6	1,788	(10,412)
Profit for the financial year	15	26,810	11,193
	•		

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 11 to 18 form part of these financial statements.

Balance Sheet

31 December 2014

	2014	2013
Note	£000	£000
7	59,272	60,985
8		
	59,272	60,985
9,10	37,942	36,154
9	314,230	286,874
	352,172	323,028
11	(127,411)	(126,790)
	224,761	196,238
	284,033	257,223
14	23,290	23,290
		376,384
15	(115,641)	(142,451)
15	284,033	257,223
	7 8 9,10 9 11	Note £000 7

These financial statements were approved by the directors on 1 July 2015 and are signed on their behalf by:

R D Dunn

Director

Notes to the Financial Statements

Year ended 31 December 2014

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.

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.

Turnover

Turnover represents the value of services provided, stated net of value added tax and discounts, and is attributable to continuing activities, being the provision of digital cable, fixed-line telephony, broadband internet and other telecommunication services and to run certain of the telecommunication systems over which they are provided. Turnover is all derived from operations in the United Kingdom and is recognised as the services are provided to customers. The directors consider this to be a single class of business.

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 16). 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.

Tangible fixed assets

Depreciation is provided on all tangible fixed assets, other than land, so as to write off the cost of a tangible fixed asset on a straight line basis over the expected useful economic life of that asset as follows:

3 - 30 years

Network assets

Other fixed assets:

- Freehold property 30 years
- Other 3 - 12 years

No depreciation is provided on freehold land.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Capitalised labour

Labour relating to the design, construction and development of the network, capital projects, and related services have been capitalised. Depreciation of capitalised labour is provided on a straight-line basis over 15 years or the life of the relevant assets.

Notes to the Financial Statements

Year ended 31 December 2014

1. Accounting policies (continued)

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.

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.

Future accounting pronouncements

From 1 January 2015 the company will be required to adopt FRS 101 or FRS 102.

2. Operating profit

Operating profit is stated after charging:

	2014	2013
	£000	£000
Depreciation of owned tangible fixed assets	12,130	12,154

Auditor's remuneration of £6,000 (2013 - £6,000) represents costs allocated to the company by fellow group undertakings that pay all auditor's remuneration on behalf of the group.

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.

Certain expenses are specifically attributable to the company. Where costs are incurred by other group companies on behalf of the company, expenses are allocated to the company on a basis that, in the opinion of the directors, is reasonable.

Notes to the Financial Statements

Year ended 31 December 2014

3. Staff costs

The company does not have any directly employed staff but is 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.

4. Other interest receivable and similar income

	Interest on amounts owed by group undertakings	2014 £000 7,605	2013 £000 7,311
5.	Interest payable and similar charges		
	Interest on amounts owed to group undertakings Other finance charges	2014 £000 621 1,634 2,255	2013 £000 646 668 1,314
6.	Tax on profit on ordinary activities		
	The tax (credit)/charge is made up as follows:	2014 £000	2013 £000
	Current tax charge: Current tax on profit for the year	-	-
	Total current tax		-
	Deferred tax: Origination and reversal of timing differences Effect of tax rate change on opening balances	(1,788)	4,338 6,074
	Total deferred tax (note 10)	(1,788)	10,412
	Total tax (credit)/charge on profit on ordinary activities	(1,788)	10,412

The tax assessed on the profit on ordinary activities for the year is lower than (2013 - lower) the standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%). The differences are explained below:

Profit on ordinary activities before tax	2014 £000 25,022	2013 £000 21,605
Profit on ordinary activities multiplied by rate of tax Effects of:	5,377	5,023
Capital allowances in excess of depreciation	(5,376)	(5,038)
Expenses not deductible for tax purposes	-	15
Other short term timing differences	(1)	
Total current tax		

Notes to the Financial Statements

Year ended 31 December 2014

6. Tax on profit on ordinary activities (continued)

Factors affecting current and future tax charges

Reductions in the UK corporation tax rate from 24% to 23% (effective from 1 April 2013) and to 21% (effective 1 April 2014) were substantively enacted on 3 July 2012 and 2 July 2013 respectively. A further reduction to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly. The deferred tax assets have been calculated using the enacted rate of 20% (2013 - 20%).

7. Tangible fixed assets

	Network		
	assets	Other	Total
	000£	£000	£000
Cost			
At 1 January 2014	301,948	661	302,609
Additions	10,115	302	10,417
Disposals	(3,851)		(3,851)
At 31 December 2014	308,212	963	309,175
Depreciation			
At 1 January 2014	241,289	335	241,624
Charge for the year	12,090	40	12,130
On disposals	(3,851)	_	(3,851)
At 31 December 2014	249,528	375	249,903
At 31 December 2014	247,520	===	
Net book value			
At 31 December 2014	58,684	588	59,272
At 31 December 2013	60,659	326	60,985
At 31 December 2013		<u> </u>	
Included in "Other" are the following net book value	ues of land and buildings:		
C	J	2014	2013
		£000	£000
Freehold property		321	324
. 1 ,		-	

Notes to the Financial Statements

Year ended 31 December 2014

8. Investments

At 31 December 2014, the company held shares, acquired at a cost of £1 (2013 - £1), representing 8.72% of the voting rights of CableTel Scotland Limited. CableTel Scotland Limited holds 10.1% of the voting rights in the company.

9. Debtors

Amounts owed by group undertakings	2014 £000 314,230	2013 £000 286,874
Deferred tax (note 10)	37,942 352,172	36,154 323,028
The debtors above include the following amounts falling due after more than on	e year:	
	2014 £000	2013 £000
Deferred tax	37,942	36,154
The analysis of amounts owed by group undertakings is:		
	2014 £000	2013 £000
Loans advanced to group undertakings	129,364	129,364
Other amounts owed by group undertakings	184,866	157,510
	314,230	286,874

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

Notes to the Financial Statements

Year ended 31 December 2014

10.	Deferred tax		
	The deferred tax included in the balance sheet is as follows:		
		2014	2013
	7 1 1 1 1 1 1	£000	£000
	Included in debtors (note 9)	37,942	36,154
	The movement in deferred tax during the year was:		
		2014	2013
		000£	£000
	Balance at 1 January	36,154	46,566
	Profit and loss account movement arising during the year	1,788	(10,412)
	Balance at 31 December	37,942	36,154
	The deferred tax balance consists of the tax effect of timing differences in respe	ct of:	
		2014	2013
		£000	£000
	Depreciation in excess of capital allowances	37,942	36,154
		37,942	36,154

A deferred tax asset has been recognised as it is considered, based upon all available evidence, more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

11. Creditors: Amounts falling due within one year

· ·	.2014	2013
	£000	£000
Amounts owed to group undertakings	127,411	126,790
The analysis of amounts owed to group undertakings is:		
	2014	2013
	000£	£000
Loans advanced by group undertakings	127,411	126,790

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

Notes to the Financial Statements

Year ended 31 December 2014

12. Contingent liabilities

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2014 this comprised term facilities that amounted to £3,083 million (2013 - £2,638 million) and a revolving facility of £660 million (2013 - £660 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 2014 amounted to £3,760 million (2013 - £4,081 million). Borrowings under the notes are secured against the assets of certain members of the group.

On 28 January 2015, a fellow group undertaking issued senior secured notes with an aggregate principal amount of £300 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.

On 30 March 2015, a fellow group undertaking issued senior secured notes with an aggregate principal amount of £862 million. There was a further issue of these senior secured notes on 30 April 2015 of £326 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 repay existing debt obligations within the group.

On 5 June 2015, a fellow group undertaking transferred \$1,855 million (£1,214 million) of its existing term facility due 2020 to a new dollar denominated term facility due 2023, under the existing senior secured credit facility. The new term facility will rank pari passu with the group's existing senior secured notes and senior secured credit facility, and subject to certain exemptions, share in the same guarantees and security granted in favour of its existing senior secured notes.

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

13. 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 16).

14. Share capital

Allotted, called up and fully paid:

	2014		2013	
	No	£000	No	£000
Ordinary shares of £1 each	6,736,853	6,737	6,736,853	6,737
Ordinary 'B' shares of £1 each	16,553,417	16,553	16,553,417	16,553
	23,290,270	23,290	23,290,270	23,290

The rights associated with the 'B' ordinary shares and ordinary shares are the same except that each 'B' share carries one vote whilst each ordinary share carries 0.2652 of one vote.

Notes to the Financial Statements

Year ended 31 December 2014

15. Reconciliation of shareholders' funds and movement on reserves

		Share premium	Profit and loss	Total share-
	Share capital	account	account	holders' funds
	0003	£000	£000	000£
At 1 January 2013	23,290	376,384	(153,644)	246,030
Profit for the year	<u> </u>	<u> </u>	11,193	11,193
At 31 December 2013 and				
1 January 2014	23,290	376,384	(142,451)	257,223
Profit for the year	· -		26,810	26,810
At 31 December 2014	23,290	376,384	(115,641)	284,033
At 31 December 2014	23,290	3/0,384	(115,041)	284,033

16. Parent undertaking and controlling party

The company's immediate parent undertaking is ntl Glasgow Holdings Limited.

The smallest and largest groups of which the company is a member and in to which the company's accounts were consolidated at 31 December 2014 are Virgin Media Inc. and Liberty Global plc, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2014 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.