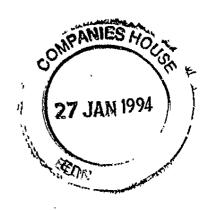
Directors' report and financial statements

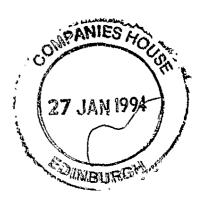
31 March 1993

Registration number SC122481



Directors' report and financial statements

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Company information

Directors

GS Bryson (USA) LJ Carleton (USA) SJ Davidson

Secretary

Shepherd & Wedderburn WS

Registered office

Saltire Court 20 Castle Terrace Edinburgh EH1 2ET

Auditors

KPMG Peat Marwick 1 Puddle Dock Blackfriars London EC4V 3PD

Solicitors

Shepherd & Wedderburn Saltire Court 20 Castle Terrace Edinburgh EH1 2ET

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 1993.

Results

The company has not traded since incorporation and no profit and loss account has been prepared.

Directors and their interests

The directors who held office since the start of the year were as follows:

I Dickson (resigned 5 March 1993)

D Flint (resigned 5 March 1993)

N Bambrough (appointed 5 March 1993, resigned 8 April 1993)

D Graham (appointed 5 March 1993, resigned 8 April 1993)

R Hamachek (appointed 8 April 1993, resigned 8 September 1993)

J Morse (appointed 8 April 1993, resigned 8 September 1993)

H Wall (appointed 8 April 1993, resigned 8 September 1993)

G Bryson (appointed 8 September 1993)

L Carleton (appointed 8 September 1993)

S Davidson (appointed 8 September 1993)

In accordance with the Articles of Association, no director is required to retire at the annual general moeting.

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company or other group companies.

No rights to subscribe for shares in the company or any other group company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 those 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 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.

Directors' report (continued)

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

Sim you

SJ Davidson

Director

Saltire Court 20 Castle Terrace Edinburgh EH1 2ET

21 January 1994

Report of the auditors to the members of Cable North (Forth District) Limited

We have audited the financial statements on pages 5 to 7.

Respective responsibilities of directors and auditors

As described on pages 2-3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 1993 and have been properly prepared in accordance with the Companies Act 1985.

KPMG Pear Marwick

Chartered Accountants

Registered Auditors

26 Jamay 1994

Balance sheet at 31 March 1993

	Note		March 1993		March 1992
		£	£	£	£
Fixed assets Intangible assets	4		128,861		-
Current assets Cash		200		200	
Creditors: amounts falling due within one year	5	(128,861)		-	
Net current (liabilities)/assets			(128,661)		200
Net assets			200		200
Capital and reserves Called up share capital	6		200		200

These accounts were approved by the board of directors on 21 January 1994 and were signed on its behalf by:

A) Carle loo

LJ Carleton
Director

Notes

(forming part of the financial statements)

1 Accounting Policies

Accounting convention

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Intangible fixed assets

All costs relating to the acquisition of the cable programme licence have been capitalised and are to be amortised over the remaining life of the licence once construction of the cable system has commenced.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the end of the month in which the transaction arose. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date.

2 Employees and directors

The company had no employees during the year. The directors did not receive any emoluments during the year.

3 Auditors' remuneration

The auditors' remuneration has been borne by a fellow subsidiary undertaking.

4 Intangible fixed assets

		Cable progra	mme lisence £
	Cost at 1 April 1992		-
	Additions during the year		128,861
	Cost at 31 March 1993		128,861
5	Creditors: amounts falling due within one year		
		1993	1992
		£	£
	Amount due to former fellow subsidiary		
	undertaking	128,861	

Notes (continued)

6 Called up share capital

	March 1993 £	March 1992 £
Authorised Ordinary shares of £1 each	20,000	20,000
Allotted, called up and fully paid Ordinary shares of £1 each	200	200

7 Ultimate parent undertaking and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of TCI/US WEST Cable Communications Group, a United States general partnership between subsidiary undertakings of US WEST, Inc and Tele-Communications, Inc. US WEST, Inc and Tele-Communications, Inc are incorporated in the United States

The partnership is the only group in which the results of the company are consolidated. The consolidated financial statements of the partnership are not available to the public.