

Interliant UK Holdings Limited

FINANCIAL STATEMENTS

for the year ended

31 December 2012



Interliant UK Holdings Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P A Lang
G A King

SECRETARY

Business Control Ltd

REGISTERED OFFICE

Business Control Ltd
Red Lion Yard
Bath
BA2 2PP

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
Hartwell House
55-61 Victoria Street
Bristol
BS1 6AD

Interliant UK Holdings Limited

DIRECTORS' REPORT

The directors submit their report and financial statements of Interliant UK Holdings Limited for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the company was previously acting as holding company of its wholly owned subsidiary Navisite Europe Limited, but for the period under review the company was dormant. The principal activities of Navisite Europe Limited to supply infrastructure, application and cloud hosting services, together with the design and implementation of IT solutions and related consultancy.

REVIEW OF THE BUSINESS

The company has not traded during the year, and therefore has no information on which to provide a business review.

DIRECTORS

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

J Pluntze	(Appointed 22 February 2012, retired 18 January 2013)
G Ruhan	(Retired 22 February 2012)

After the year end, on 6 May 2013, P A Lang and G A King were appointed as directors.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors has confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

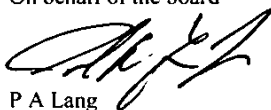
AUDITOR

Baker Tilly UK Audit LLP has indicated its willingness to continue in office.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

 10/31/13
P A Lang

Director

Interliant UK Holdings Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing 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 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 period.

In preparing those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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 INTERLIANT UK HOLDINGS LIMITED

We have audited the financial statements on pages 5 to 9. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 more fully explained in the Directors' Responsibilities Statement set out on 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 (APB'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 [http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-\(issued-1-December-2010\).aspx](http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1-December-2010).aspx)

Opinion on the 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 2012 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report.

Other matters

As explained within the Accounting Policies, the company has taken the consolidation exemption, yet group accounts have not been filed at Companies House within the statutory filing deadline and so they are in breach of section 401 for the Companies Act 2006.

Baker Tilly UK Audit LLP

RUTH FOREMAN (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

Hartwell House

55-61 Victoria Street

Bristol BS1 6AD

19 November 2013

Interliant UK Holdings Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2012

	<i>Notes</i>	2012 £	2011 £
TURNOVER		—	—
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		—	—
Taxation		—	—
PROFIT FOR THE FINANCIAL YEAR	7	—	—

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

Interliant UK Holdings Limited

BALANCE SHEET

31 December 2012

	<i>Notes</i>	2012 £	2011 £
FIXED ASSETS			
Investments	2	—	—
CURRENT ASSETS			
Debtors	3	124,085	124,085
CREDITORS			
Amounts falling due within one year	4	(1,000)	(1,000)
NET CURRENT ASSETS		<u>123,085</u>	<u>123,085</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>123,085</u>	<u>123,085</u>
CAPITAL AND RESERVES			
Called up share capital	5	1,033	1,033
Share premium account	6	150,611	150,611
Profit and loss account	7	(28,559)	(28,559)
SHAREHOLDER S FUNDS		<u>123,085</u>	<u>123,085</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements on pages 5 to 9 were approved by the board of directors and authorised for issue on and are signed on their behalf by

 10/31/13
P A Lang
Director

Interliant UK Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

1 ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

CONSOLIDATION

Interliant Holdings UK Limited is exempt from consolidation as consolidated accounts are produced by the parent company. The financial statements of Interliant UK Holdings Limited present information about the company as an individual undertaking and not about its group.

CONSOLIDATION

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

FINANCIAL INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

GOING CONCERN

On the basis of their assessment of the company's financial position, of the enquiries made of the executive management of Navisite Inc and its indication of continued support of the company for a period of at least 12 months from the date of approval of these financial statements, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

On 21 April 2011 Navisite Inc was purchased by Time Warner Cable Inc and, from that date, the ultimate parent undertaking and the controlling party of the company is Time Warner Cable Inc.

INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

The company revalues its fixed asset investments each year. The investments are revalued to the relevant company's net assets. Given that the investment company has net liabilities, the investment has been impaired to nil.

Interliant UK Holdings Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2012

2 INVESTMENTS

	Investments in subsidiary companies £
Cost	
At 1 January 2012 and 31 December 2012	<u>125,701</u>
Amounts written off	
At 1 January 2012 and 31 December 2012	<u>125,701</u>
Net book value	
At 31 December 2012 and 31 December 2011	<u>-</u>

Navisite Europe Limited, a UK incorporated company, is wholly owned by Interliant UK Holdings Limited. Interliant UK Holdings Limited's investment in Navisite Europe Limited comprises £1,287 ordinary £1 shares and £124,414 equity share premium. Due to the significant negative reserves of Navisite Europe Limited, the investment has been fully impaired. The trading activities of Navisite Europe Limited are that of the supply of application hosting services, together with the design and implementation of computerised sales management systems and related consultancy services. The auditor's remuneration of Interliant UK Holdings Limited is borne by Navisite Europe Limited. Consolidated accounts are produced by the parent company of Interliant UK Holdings Limited, and so Interliant UK Holdings Limited is exempt from the requirement to prepare consolidated accounts.

	2012 £	2011 £
Aggregate capital and reserves	(6,572,758)	(6,952,919)
Profit/ (loss) for the year	380,161	(844,088)

3 DEBTORS

	2012 £	2011 £
Amounts owed by group undertakings	<u>124,085</u>	<u>124,085</u>

4 CREDITORS Amounts falling due within one year

	2012 £	2011 £
Other creditors	<u>1,000</u>	<u>1,000</u>

5 SHARE CAPITAL

	2012 £	2011 £
Allotted, called up and fully paid 1,033 Ordinary shares of £1 each	<u>1,033</u>	<u>1,033</u>

6 SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year

Interliant UK Holdings Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2012

7 PROFIT AND LOSS ACCOUNT

	2012	2011
	£	£
At the beginning of the year	(28,559)	(28,559)
At the end of the year	<u>(28,559)</u>	<u>(28,559)</u>

8 CONTROLLING PARTY AND RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Time Warner Cable Inc , a company incorporated in the USA

Copies of group accounts can be obtained from Navisite Inc, 400 Minutemans Road, Andover, MA 01810

The ultimate controlling party of the company is Time Warner Cable Inc The company has taken advantage of the exemption granted by Financial Reporting Standard Number 8 from the requirement to disclose inter-group transactions on the grounds that the company is a wholly owned subsidiary