

Telewest Communications (Scotland) Limited

Financial Statements

31 December 2014

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Telewest Communications (Scotland) Limited

Financial Statements

Year ended 31 December 2014

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Telewest Communications (Scotland) Limited

Company Information

The board of directors

R D Dunn
M O Hifzi

Company secretary

G E James

Registered office

1 South Gyle Crescent Lane
Edinburgh
EH12 9EG

Telewest Communications (Scotland) Limited

Directors' Report

Year ended 31 December 2014

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

Principal activities and business review

The principal activity of the company was, and will continue to be, to invest in and manage an unincorporated joint venture in conjunction with Edinburgh Cable Limited Partnership.

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.

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.

Telewest Communications (Scotland) Limited

Directors' Report *(continued)*

Year ended 31 December 2014

Results and dividends

The profit for the financial year amounted to £43,000 (2013 - profit of £3,112,000). The directors have not recommended an ordinary dividend (2013 - £nil).

Directors

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

R D Dunn	
M O Hifzi	(Appointed 31 March 2014)
C B E Withers	(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 and obtaining the necessary assurances from Virgin Media Inc., a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, that sufficient resources will be made available to meet any liabilities as they fall due should the company's income not be sufficient, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements they have no reason to believe that it will not do so. On this basis the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

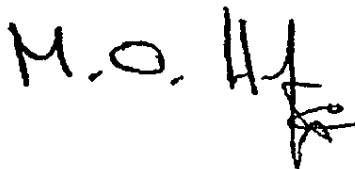
Audit exemption

Virgin Media Finance PLC issued a guarantee against all outstanding liabilities to which the company is subject at 31 December 2014, until they are satisfied in full. The guarantee is enforceable against Virgin Media Finance PLC by any person to whom the company is liable in respect of those liabilities. Since Virgin Media Finance PLC is the smallest group to which the company's accounts are consolidated, the company has taken advantage of the exemption from audit of its individual accounts for the year ended 31 December 2014 by virtue of Section 479A of the Companies Act 2006.

Small company provisions

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

Signed on behalf of the directors



M O Hifzi
Director

Approved by the directors on 17 June 2015

Telewest Communications (Scotland) Limited

Directors' Responsibilities Statement

Year ended 31 December 2014

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 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.

Telewest Communications (Scotland) Limited

Profit and Loss Account

Year ended 31 December 2014

	Note	2014 £000	2013 £000
Administrative income		—	3,103
Operating profit	2	—	3,103
Attributable to:			
Operating exceptional items	2	—	3,103
Income from fixed asset investments	4	101	72
Interest payable and similar charges	5	(58)	(63)
Profit on ordinary activities before tax		43	3,112
Tax on profit on ordinary activities	6	—	—
Profit for the financial year	14	43	3,112

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 7 to 13 form part of these financial statements.

Telewest Communications (Scotland) Limited**Balance Sheet****31 December 2014**

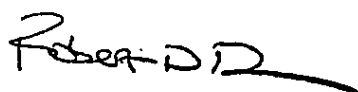
	Note	2014 £000	2013 £000
Fixed assets			
Investments	7	<u>1,050</u>	<u>1,050</u>
Current assets			
Debtors due within one year	8	13,309	13,309
Creditors: Amounts falling due within one year	9	<u>(15,712)</u>	<u>(15,654)</u>
Net current liabilities		<u>(2,403)</u>	<u>(2,345)</u>
Total assets less current liabilities		<u>(1,353)</u>	<u>(1,295)</u>
Provisions for liabilities and charges	10	<u>(3,286)</u>	<u>(3,387)</u>
Net liabilities		<u>(4,639)</u>	<u>(4,682)</u>
Capital and reserves			
Share capital	13	480	480
Profit and loss account	14	<u>(5,119)</u>	<u>(5,162)</u>
Deficit	14	<u>(4,639)</u>	<u>(4,682)</u>

For the year ended 31 December 2014 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- (i) the member has not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- (ii) the directors acknowledge their responsibilities for complying with the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the directors on 17 June 2015 and are signed on their behalf by:



R D Dunn
Director

The notes on pages 7 to 13 form part of these financial statements.

Telewest Communications (Scotland) Limited

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.

Fundamental accounting concept

After making suitable enquiries and obtaining the necessary assurances from Virgin Media Inc., a wholly owned subsidiary of Liberty Global plc and the intermediate holding company which heads the Virgin Media group, that sufficient resources will be made available to meet any liabilities as they fall due should the company's income not be sufficient, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements they have no reason to believe that it will not do so. On this basis the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

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 15). 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.

Telewest Communications (Scotland) Limited

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.

Share of results in a joint venture

The company's proportion of the joint venture's cumulative losses was first applied to the cost of investment until fully impaired then provided for in the Balance Sheet under provisions. The share of profit or loss in the joint venture is shown under income from fixed asset investments in the Profit and Loss Account and applied to reduce or increase the provision for losses in the joint venture.

Provisions - joint venture

This provision represents the company's proportion of the joint venture's cumulative losses after full provision against the original investment has been made.

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 crediting:

	2014 £000	2013 £000
Release of the provision against amounts owed by group undertakings	—	(3,103)

Telewest Communications (Scotland) Limited

Notes to the Financial Statements

Year ended 31 December 2014

2. Operating profit *(continued)*

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. Based on the impairment review of inter-company indebtedness as at 31 December 2014, the directors concluded that no change in the provision against amounts due from group undertakings was required (2013 - release of £3,103,000).

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.

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. Income from fixed asset investments

	2014 £000	2013 £000
Share of profit of joint venture	101	72

5. Interest payable and similar charges

	2014 £000	2013 £000
Interest on amounts owed to group undertakings	58	63

6. Tax on profit on ordinary activities

The tax 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	-	-
Total deferred tax	-	-
Total tax charge on profit on ordinary activities	-	-

Telewest Communications (Scotland) Limited

Notes to the Financial Statements

Year ended 31 December 2014

6. Tax on profit on ordinary activities (continued)

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:

	2014 £000	2013 £000
Profit on ordinary activities before tax	43	3,112
Profit on ordinary activities multiplied by rate of tax	9	724
Effects of:		
Income not taxable	(22)	(738)
Group relief surrendered without payment	13	14
Total current tax	-	-

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.

7. Investments

a) Investment in subsidiary undertakings

	£000
Cost	
At 1 January 2014 and 31 December 2014	1,290
Amounts written off	
At 1 January 2014 and 31 December 2014	240
Net book value	
At 31 December 2014 and 31 December 2013	1,050

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 company has the following unlisted investments:

Name of Company	Holdings	Proportion held	Company Status
Direct shareholdings			
Capital City Cablevision Limited	Ordinary	100%	Dormant
Hieronymous Limited	Ordinary	100%	Dormant

All companies are registered in England and Wales.

Telewest Communications (Scotland) Limited

Notes to the Financial Statements

Year ended 31 December 2014

7. Investments (continued)

b) Investment in joint venture

The company has entered into an agreement with Edinburgh Cable Limited Partnership (ECLP) to participate in a joint venture, Telewest Communications (Scotland) Venture, whose principal purpose is to build and operate a broadband telecommunication network in the Edinburgh area. ECLP has undertaken to provide the capital to build the initial system and to provide the working capital for the system operation.

With the exception of the freehold property, the tangible assets acquired by the company are held in trust by the company for the benefit of the joint venture. Such assets are disclosed in the accounts of the joint venture.

Profits and losses of the joint venture are shared in the ratio 99% to ECLP and 1% to the company.

The original investment in the joint venture of £765,000 has been fully impaired in prior years. During 2014 the company's share of profits in the joint venture was £101,000 (2013 - £72,000).

At 31 December 2014, the net liabilities of the joint venture were £328,601,000 (2013 - £338,708,000). The profit of the joint venture for the year ended 31 December 2014 was £10,107,000 (2013 - £7,250,000).

8. Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	<u>13,309</u>	<u>13,309</u>

Amounts owed by group undertakings are:-

	2014 £000	2013 £000
Loans advanced to group undertakings	82	82
Other amounts owed by group undertakings	<u>13,227</u>	<u>13,227</u>
	<u>13,309</u>	<u>13,309</u>

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

9. Creditors: Amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to group undertakings	<u>15,712</u>	<u>15,654</u>

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

Telewest Communications (Scotland) Limited

Notes to the Financial Statements

Year ended 31 December 2014

10. Provisions for liabilities and charges

	Joint venture provision £000
At 1 January 2014	3,387
Movement for the year	(101)
At 31 December 2014	<u>3,286</u>

This provision represents the company's proportion of the joint venture's cumulative net liabilities after full provision against the original investment has been made.

11. 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.

12. 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 15).

Telewest Communications (Scotland) Limited

Notes to the Financial Statements

Year ended 31 December 2014

13. Share capital

Allotted, called up and fully paid:

	2014		2013	
	No	£000	No	£000
Ordinary shares of £1 each	<u>480,000</u>	<u>480</u>	<u>480,000</u>	<u>480</u>

14. Reconciliation of deficit and movement on reserves

	Share capital	Profit and loss account	Deficit
	£000	£000	£000
At 1 January 2013	480	(8,274)	(7,794)
Profit for the year	—	3,112	3,112
At 31 December 2013 and 1 January 2014	480	(5,162)	(4,682)
Profit for the year	—	43	43
At 31 December 2014	<u>480</u>	<u>(5,119)</u>	<u>(4,639)</u>

15. Parent undertaking and controlling party

The company's immediate parent undertaking is Telewest Communications (Scotland 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 Finance PLC 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.