

**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2015**

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**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	R D Dunn M O Hifzi
<b>Company secretary</b>	G E James
<b>Registered number</b>	03761983
<b>Registered office</b>	Bartley Wood Business Park Hook Hampshire RG27 9UP

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**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

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## TELEWEST COMMUNICATIONS HOLDCO LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

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The directors present their report and the financial statements for the year ended 31 December 2015

#### Principal activities and business review

The principal activity of the company during the year was that of a holding company. The investments of the company are shown in note 7.

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 (UK) and Republic of Ireland (Ireland), following the acquisition of a controlling interest in Virgin Media Ireland Limited from a fellow subsidiary of Liberty Global in February 2015.

The group provides digital cable, broadband internet, fixed-line telephony and mobile services in the UK and Ireland to both residential and business-to-business (B2B) customers. The group is one of the largest providers of residential digital cable, broadband internet and fixed-line telephony services in terms of the number of customers in the UK and Ireland. The group believes its advanced, deep-fibre cable access network enables it to offer faster and higher quality broadband services than its digital subscriber line, or DSL, competitors. As a result, it provides its customers with a leading, next-generation broadband service and one of the most advanced interactive TV services available in the UK and Irish markets.

The group provides mobile services to its customers using third-party networks through mobile virtual network operator (MVNO) arrangements.

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 UK.

At 31 December 2015, the group provided services to approximately 5.6 million residential cable customers on its network. The group is also one of the largest MVNOs by number of customers, providing mobile telephony services to 2.3 million contract mobile customers and 0.7 million prepaid mobile customers over third party networks. At 31 December 2015, 83% of residential customers on the group's cable network received multiple services and 63% 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. As at 31 December 2015, it had operations in 14 countries and its 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 at 31 December 2015, Liberty Global served 5 million mobile subscribers and offered WiFi service across six million access points.

The directors do not use key performance indicators (KPIs) to assess the performance of the company as its principal activity is that of a holding company.

The company has received dividends amounting to £4,000 from its subsidiaries during the year (2014 - £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 2015, which are available from the company secretary at Virgin Media, Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

On 23 June 2016, the UK voted to leave the European Union, the implications of which are uncertain as of the date of signing these financial statements. Based on information currently available, we do not expect that this matter will have a material impact on our business. Accordingly, no adjustments have been made to these financial statements.

#### Results and dividends

The loss for the year, after tax, amounted to £13,459,000 (2014 - £nil).

The directors have not recommended an ordinary dividend (2014 - £nil).

#### Directors

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

R D Dunn  
M O Hfzi

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.

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**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**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.


**Audit exemption**

Virgin Media Finance PLC issued a guarantee against all outstanding liabilities to which the company is subject as at 31 December 2015, 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 2015 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.

This report was approved by the board on 11 July 2016 and signed on its behalf.

M. O. Hifzi  
  
M O Hifzi  
Director

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**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently
- make judgements and accounting 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 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.

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TELEWEST COMMUNICATIONS HOLDCO LIMITED

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PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2015

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		2015 £000	2014 £000
Exceptional administrative expenses		(13,463)	-
		<hr/>	<hr/>
Operating loss	4	(13,463)	-
Income from shares in group undertakings		4	-
		<hr/>	<hr/>
Loss on ordinary activities before tax		(13,459)	-
Tax on loss on ordinary activities	6	-	-
		<hr/>	<hr/>
Loss for the year		(13,459)	-
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 7 to 12 form part of these financial statements

There was no other comprehensive income or expenditure for 2015 or 2014 other than that included in the profit and loss account

All results were derived from continuing operations

**TELEWEST COMMUNICATIONS HOLDCO LIMITED**  
**REGISTERED NUMBER:03761983**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2015**

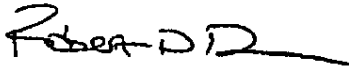
	Note	2015 £000	2014 £000
<b>Fixed assets</b>			
Investments	7	1,260	-
<b>Current assets</b>			
Debtors due within one year	8	112,036	125,497
Cash at bank and in hand		-	1
		<u>112,036</u>	<u>125,498</u>
<b>Creditors' amounts falling due within one year</b>	9	<b>(4,337)</b>	<b>(3,080)</b>
<b>Net current assets</b>		<u>107,699</u>	<u>122,418</u>
<b>Net assets</b>		<u>108,959</u>	<u>122,418</u>
<b>Capital and reserves</b>			
Share capital	10	-	374,777
Profit and loss account	11	108,959	(252,359)
<b>Shareholder's funds</b>		<u>108,959</u>	<u>122,418</u>

For the year ended 31st December 2015 the company was entitled to exemption under section 479A of the Companies Act 2006 ("the Act") No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 July 2016



**R D Dunn**  
Director

The notes on pages 7 to 12 form part of these financial statements



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TELEWEST COMMUNICATIONS HOLDCO LIMITED

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STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2015

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	Share capital	Profit and loss account	Shareholder's funds
	£000	£000	£000
At 1 January 2015	374,777	(252,359)	122,418
<b>Comprehensive income for the year</b>			
Loss for the year	-	(13,459)	(13,459)
<b>Total comprehensive income for the year</b>	-	(13,459)	(13,459)
Capital reduction	(374,777)	-	(374,777)
Transfer to profit and loss account	-	374,777	374,777
<b>At 31 December 2015</b>	<b>-</b>	<b>108,959</b>	<b>108,959</b>

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2014

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	Share capital	Profit and loss account	Shareholder's funds
	£000	£000	£000
At 1 January 2014	374,777	(252,359)	122,418
<b>At 31 December 2014</b>	<b>374,777</b>	<b>(252,359)</b>	<b>122,418</b>

The notes on pages 7 to 12 form part of these financial statements

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## TELEWEST COMMUNICATIONS HOLDCO LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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#### 1 Company information

Telewest Communications Holdco Limited (the "company") is a company incorporated and domiciled in the United Kingdom. The registered office of the company during the year was Bartley Wood Business Park, Hook, Hampshire, RG27 9UP.

#### 2. Accounting policies

A summary of the principal accounting policies is set out below. All accounting policies have been applied consistently, unless noted below.

##### 2.1 Basis of accounting and transition from UK GAAP

These financial statements were prepared under the historical cost convention in accordance with the Companies Act 2006 and the Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006, and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

In the transition to FRS 101, the company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. An explanation of how the transition to FRS 101 has affected the reported financial position, financial performance and cash flows of the company is provided in note 14.

The company's ultimate parent undertaking, Liberty Global plc, includes the company in its consolidated financial statements. The consolidated financial statements of Liberty Global plc are available to the public and may be obtained from Liberty Global's website at [www.libertyglobal.com](http://www.libertyglobal.com).

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures, where required equivalent disclosures are included within the consolidated financial statements of Liberty Global plc:

- a cash flow statement and related notes,
- comparative period reconciliations for share capital,
- disclosures in respect of related party transactions with fellow group undertakings,
- disclosures in respect of capital management,
- the effects of new but not yet effective IFRSs,
- an additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy,
- disclosures in respect of the compensation of Key Management Personnel, and
- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet at 1 January 2014 for the purposes of the transition to FRS 101.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

##### 2.2 Changes in accounting policies

This is the first year in which the financial statements have been prepared in accordance with FRS 101. The date of transition to FRS 101 is 1 January 2014. An explanation of the transition is included in note 14 to the financial statements. In applying FRS 101 for the first time the company has applied early the amendment to FRS 101 which permits a first time adopter not to present an opening balance sheet at the beginning of the earliest comparative period presented.

##### 2.3 Group accounts

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

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TELEWEST COMMUNICATIONS HOLDCO LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015

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**2 Accounting policies (continued)**

**2.4 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.

**2.5 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.6 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.

**3 Judgements in applying accounting policies and key sources of estimation uncertainty**

In the process of applying the company's accounting policies, management has not made any critical judgements that have a significant effect on the amounts recognised in the financial statements, except for

***Carrying value of investments***

Investments are held at cost less any necessary provision for impairment. Where the impairment assessment did not provide any indication of impairment, no provision is required. If any such indications exist, the carrying value of an investment is written down to its recoverable amount.

**4 Operating loss**

Exceptional administrative expenses of £14,632,000 represents loans advanced to group undertakings waived during the year.

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 2015, the directors concluded that a release of provision against amounts due from group undertakings totalling £1,169,000 should be made (2014 - £nil).

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.

**5 Staff costs**

The company does not have any directly employed staff and is not charged an allocation of staff costs by the group.

**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**6 Tax on loss on ordinary activities**

	2015 £000	2014 £000
<b>Current tax</b>		
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
<b>Total deferred tax</b>	-	-
<b>Tax on loss on ordinary activities</b>	-	-

The tax assessed for the year is higher than (2014 - the same as) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%). The differences are explained below

	2015 £000	2014 £000
Loss on ordinary activities before tax	(14,627)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%)	(2,962)	-
<b>Effects of</b>		
Expenses not deductible for tax purposes	2,963	-
Income not taxable	(1)	-
<b>Total tax charge for the year</b>	-	-

**Factors affecting current and future tax charges**

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 8 July 2015. This will reduce the company's future current tax charge accordingly. A further reduction to 17% (effective from 1 April 2020) was announced in Budget 2016. This represents an additional 1% reduction on top of the previously announced rate reductions. The future rate reduction to 17% is expected to be included in Finance Bill 2016, which was not substantively enacted at the balance sheet date, therefore this has not been reflected in these financial statements.

**TELEWEST COMMUNICATIONS HOLDCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**7 Investments**

	<b>Investments in subsidiary undertakings £000</b>
<b>Cost</b>	
At 1 January 2015	12,911
Additions	1,260
<b>At 31 December 2015</b>	<b>14,171</b>
<b>Amounts written off</b>	
At 1 January 2015	12,911
<b>At 31 December 2015</b>	<b>12,911</b>
<b>Net book value</b>	
<b>At 31 December 2015</b>	<b>1,260</b>
At 31 December 2014	-

**Subsidiary undertakings**

On 8 December 2015, the company acquired 100 ordinary shares with an aggregate nominal value of £1 in Rapid Travel Solutions Limited, for a consideration of £1,259,670

In the opinion of the directors the aggregated value of the investments in subsidiary undertakings is not less than the amount at which they are stated in the financial statements

The 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
<b>Direct shareholdings</b>			
Flextech Broadband Holdings Limited	Ordinary	100%	Media
Flextech Homeshopping Limited	Ordinary	100%	Media
Rapid Travel Solutions Limited	Ordinary	100%	Media
Smashedatom Limited	Ordinary	60%	Media
<b>Indirect shareholdings</b>			
Rapid Business Solutions Limited	Ordinary	100%	Media

The companies disclosed above are all incorporated in England and Wales

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TELEWEST COMMUNICATIONS HOLDCO LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015

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**8 Debtors**

	2015 £000	2014 £000
Amounts owed by group undertakings	112,036	125,497

The analysis of amounts owed by group undertakings is

	2015 £000	2014 £000
Loans advanced to group undertakings	116,027	130,657
Other amounts owed by group undertakings	861	861
Impairment provision on amounts owed by group undertakings	(4,852)	(6,021)
	<u>112,036</u>	<u>125,497</u>

Amounts owed by group undertakings are unsecured and repayable on demand

**9 Creditors amounts falling due within one year**

	2015 £000	2014 £000
Amounts owed to group undertakings	4,337	3,080

The analysis of amounts owed to group undertakings is

	2015 £000	2014 £000
Loans advanced by group undertakings	1,535	1,535
Other amounts owed to group undertakings	2,802	1,545
	<u>4,337</u>	<u>3,080</u>

Amounts owed to group undertakings are unsecured and repayable on demand

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TELEWEST COMMUNICATIONS HOLDCO LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015

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10 Share capital

	2015	2014
	£	£
<b>Allotted, called up and fully paid</b>		
1 (2014 -374,776,689) Ordinary share of £1	1	374,776,689

On 10 December 2015, the company effected a reduction of its share capital in order to create additional distributable reserves

11. Reserves

**Profit and loss account**

Includes all current and prior year retained profits and losses

12. Contingent liabilities

Fellow group undertakings are party to a senior secured credit facility with a syndicate of banks. As at 31 December 2015, this comprised term facilities that amounted to £2,198 million (2014 - £3,083 million) and an outstanding balance of £148 million (2014 - £nil) which was borrowed under a revolving facility of £675 million (2014 - £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 2015 amounted to £5,132 million (2014 - £3,760 million). Borrowings under the notes are secured against the assets of certain members of the group.

On 31 March 2016, a fellow group undertaking entered into two new term loan facilities with an aggregate principal amount of euros 100 million (£79 million). The new term facilities will rank par 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.

On 26 April 2016, a fellow group undertaking issued senior secured notes with a principal amount of US dollars 750 million (£514 million). The new senior secured notes rank par 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 company has joint and several liabilities under a group VAT registration.

13. Controlling party

The company's immediate parent undertaking is Telewest UK 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 2015 are Virgin Media Finance PLC and Liberty Global plc, respectively.

The company's ultimate parent undertaking and controlling party at 31 December 2015 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](http://www.libertyglobal.com).

14. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not had an impact on equity or profit or loss.