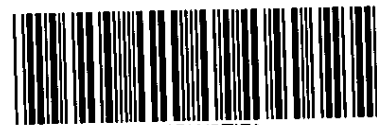


COMPANY REGISTRATION NUMBER 2927099

ntl Sideoffer Limited
Financial Statements
31 December 2006

THURSDAY



A59 *AYQW2T17* 708
04/10/2007
COMPANIES HOUSE

ntl Sideoffer Limited

The Directors' Report

Year ended 31 December 2006

The directors present their annual report together with the unaudited financial statements of the company for the year ended 31 December 2006. The company is dormant and has not traded during the year.

Directors

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

Virgin Media Directors Limited
Virgin Media Secretaries Limited

On 8 February 2007, the names of ntl Directors Limited and ntl Secretaries Limited were changed to Virgin Media Directors Limited and Virgin Media Secretaries Limited respectively.

The company is a wholly owned subsidiary undertaking of Virgin Media Inc (which changed its name from NTL Incorporated on 6 February 2007), a company registered in the state of Delaware, United States of America, and the ultimate parent undertaking of the company.

The directors had no interest in the share capital of the company requiring disclosure under the Companies Act 1985. The company seeks exemption under The Companies (Disclosure of Directors Interests) (Exceptions) Regulations 1985, not to disclose the directors' interests in the common stock of Virgin Media Inc.

Virgin Media Inc has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985. Such qualifying third party indemnity provision is in force as at the date of approving the directors' report.

The Virgin Media group is an innovative and pioneering UK entertainment and communications business and is the first company in the United Kingdom to offer a quad-play package of TV, broadband, phone and mobile. The group is one of the UK's most popular residential broadband and pay as you go mobile providers and the second largest provider in the UK of pay television and fixed line telephone services.

Signed on behalf of the directors



R M Mackenzie
For and on behalf of Virgin Media Secretaries Limited

Approved by the directors on 28 September 2007

ntl Sideoffer Limited

Balance Sheet

31 December 2006

	Note	2006 £000	2005 £000
Fixed assets			
Investments	3	—	—
Total assets less current liabilities		—	—
Capital			
Share capital	5	—	—
Share premium account	6	418	418
Profit and loss account		(418)	(418)
Shareholders' funds		—	—

Statements

- (a) For the year ended 31 December 2006 the company was entitled to exemption from audit under Section 249AA(1) of the Companies Act 1985
- (b) Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985
- (c) The directors acknowledge their responsibilities for
 - (i) ensuring the company keeps accounting records in accordance with Section 221, and
 - (ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company

These financial statements were approved by the directors on 28 September 2007 and are signed on their behalf by



R C Gale
For and on behalf of Virgin Media Directors Limited

The notes on pages 3 to 5 form part of these financial statements.

ntl Sideoffer Limited

Notes to the Financial Statements

Year ended 31 December 2006

1. Dormant status

The company was dormant (within the meaning of Section 249AA of the Companies Act 1985) throughout the year ended 31 December 2006. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. Accounting policies

Accounting convention

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

Investments

Investments are recorded at cost, less any provision for impairment.

3. Investments

	Investment
	£000
Cost	
At 1 January 2006 and 31 December 2006	418
	<u> </u>
Value impaired	
At 1 January 2006 and 31 December 2006	418
	<u> </u>
Net book value	
At 31 December 2006	-
	<u> </u>

This represents the following unlisted investment:

<i>Name of Company</i>	<i>Country of Incorporation</i>	<i>Holdings</i>	<i>Proportion</i>	<i>Nature of Business</i>
ntl CableComms Wirral	UK	Preference £1	100%	Non trading

The preference shares held by the company confer the right to a fixed cumulative dividend at the rate of £2,000,000 per annum. This dividend will accrue on a daily basis from 11 October 1994 until 11 October 2014. After payment of the preference dividend, the preference shareholders are entitled to 15% of the remaining distributable profits.

For the current and prior years, there were no distributable profits available to the preference shareholders. The preference dividend has not been declared for either year and therefore dividend income has not been recognised or accrued for in the financial statements of the current or prior years.

ntl Sideoffer Limited

Notes to the Financial Statements

Year ended 31 December 2006

4 Contingent liabilities

The company, along with fellow group undertakings, is party to a senior secured credit facility with a syndicate of banks under which it has guaranteed the borrowings of certain Virgin Media group companies. At 31 December 2006, the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £5,125 million (2005 - £1,713 million). Borrowings under the facility are secured against the assets of certain members of the group including those of the company.

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

5. Share capital

Authorised share capital:

	2006 £000	2005 £000
100 Ordinary shares of \$0.01 each	-	-
1,000 Deferred shares of £1 each	1	1
	<u>1</u>	<u>1</u>

Allotted, called up and fully paid.

	2006		2005	
	No	£000	No	£000
Ordinary shares of \$0.01 each	100	-	100	-
Deferred shares of £1 each	100	-	100	-
	<u>200</u>	<u>-</u>	<u>200</u>	<u>-</u>

The ordinary shares were fully paid at US\$0.01 each.

The holders of the deferred shares are entitled to participate in the assets of the company only after the holders of every other class of shares has received on a return of assets on liquidation or otherwise, the sum of £1,000 for each share (other than deferred) held by them.

The company has the authority to purchase at any time all or any of the deferred shares for an aggregate consideration of £1.

ntl Sideoffer Limited

Notes to the Financial Statements

Year ended 31 December 2006

6. Reserves

	Share premium account	Profit and loss account
	£000	£000
At 1 January 2006 & 31 December 2006	<u>418</u>	<u>(418)</u>

7 Parent undertaking and controlling party

The company's immediate parent undertaking is ntl UK Telephone and Cable TV Holding Company Limited

The company's results are included in the group accounts of Virgin Media Finance PLC, copies of which may be obtained from Virgin Media, 160 Great Portland Street, London, W1W 5QA

The company's ultimate parent undertaking and controlling party at 31 December 2006 was NTL Incorporated, a company incorporated in the state of Delaware, United States of America NTL Incorporated changed its name to Virgin Media Inc on 6 February 2007

Copies of all sets of group accounts which include the results of the company are available from the Secretary, Virgin Media, 160 Great Portland Street, London, W1W 5QA