Registered No. 2927099

# ntl SIDEOFFER LIMITED

Report and Accounts

31 December 2002

Registered No. 2927099

**DIRECTORS**
R M Mackenzie
S E Schubert
G N Roberts (alternate director)
R C Gale (alternate director)

**JOINT COMPANY SECRETARY**
R M Mackenzie
G E James

**AUDITORS**
Ernst & Young LLP
1 More London Place
London SE1 2AF

**SOLICITORS**
Travers Smith Braithwaite
10 Snow Hill
London EC1A 2AL

**REGISTERED OFFICE**
ntl House
Bartley Wood Business Park
Hook
Hampshire RG27 9UP

## DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2002.

**RESULTS AND DIVIDENDS**

The company made neither a profit nor a loss during the year ended 31 December 2002, as the company did not trade during the year (31 December 2001 – loss of £418,000). The directors do not recommend payment of a dividend (31 December 2001 – £nil).

**PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS**

The principal activity of the company continues to be that of a parent undertaking. The company did not trade in the year and the directors expect this to continue.

On 8 May 2002, NTL Incorporated ("NTL"), the company's ultimate parent undertaking, and certain of NTL Incorporated's holding company subsidiaries, filed a ''pre-arranged'' joint reorganisation plan under Chapter 11 of the United States Bankruptcy Code (the "Plan"). NTL Incorporated's operating subsidiaries (including the company) were not included in the Chapter 11 filing. On 5 September 2002, the US Bankruptcy Court confirmed the Plan and the Plan was consummated on 10 January 2003. Pursuant to the Plan NTL was split into two separate companies, NTL Incorporated (previously NTL Communications Corp), holding NTL's main UK and Ireland assets (including the company) (referred to as "New NTL"), and NTL Europe, Inc. (previously NTL Incorporated), holding NTL's continental European and certain other assets (referred to as "NTL Euroco").

**EVENTS SINCE THE BALANCE SHEET DATE**

On 10 January 2003, the Plan became effective, and NTL Incorporated emerged from Chapter 11 re-organisation.

**DIRECTORS AND THEIR INTERESTS**

The directors who served during the year ended 31 December 2002 and thereafter are shown below:

| | |
|---|---|
| S Carter | (resigned 20 February 2002) |
| B Dew | (resigned 1 February 2002) |
| J Gregg | (appointed 20 February 2002; resigned 10 January 2003) |
| J B Knapp | (appointed 20 February 2002; resigned 1 October 2003) |
| R M Mackenzie | (resigned 20 February 2002; re-appointed 10 January 2003) |
| S Ross | (resigned 20 February 2002) |
| B Richter | (appointed 10 January 2003; resigned 1 May 2003) |
| S E Schubert | (appointed 1 May 2003) |
| G N Roberts | (alternate director to R M Mackenzie) (appointed 24 March 2004) |
| R C Gale | (alternate director to S E Schubert) (appointed 24 March 2004) |

The directors do not hold any interests in the shares of the company. The company seeks exemption not to disclose the directors' interests in the common stock of NTL Incorporated, a company incorporated in the USA and the ultimate parent undertaking of the company.

**COMPANY SECRETARY**

On 20 February 2002, R J Lubasch was appointed joint company secretary and resigned the position on 3 May 2002.

On 24 March 2004, G E James was appointed joint company secretary.

**AUDITORS**

Ernst & Young LLP will remain in office as the company's auditor in accordance with the elective resolution passed by the company under section 386 of the Companies Act 1985.

By order of the Board

24 MAY 2004

R M Mackenzie
Company Secretary

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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 accounts 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NTL SIDEOFFER LIMITED

We have audited the company's accounts for the year ended 31 December 2002, which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 11. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 auditors**

As described in the Statements of Directors' Responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

**Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2002 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

24 MAY 2004

Ernst & Young LLP
Registered Auditor
London

## PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2002

| | Notes | 2002<br>£000 | 2001<br>£000 |
|---|---|---|---|
| Impairment of investments | 3 | - | (418) |
| **LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION** | | - | (418) |
| Taxation | 4 | - | - |
| **LOSS FOR THE YEAR** | 7 | - | (418) |

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains or losses other than those reflected in the profit and loss account for the years ended 31 December 2002 and 31 December 2001.

# BALANCE SHEET
at 31 December 2002

| | Notes | 2002 £000 | 2001 £000 |
|---|---|---|---|
| **FIXED ASSETS** | | | |
| Investments | 5 | - | - |
| **NET ASSETS** | | - | - |
| **CAPITAL AND RESERVES** | | | |
| Called up equity share capital | 6 | - | - |
| Share premium account | 7 | 418 | 418 |
| Profit and loss account | 7 | (418) | (418) |
| **EQUITY SHAREHOLDERS' FUNDS** | | - | - |

24 MAY 2004

R M Mackenzie
Director

NOTES TO THE ACCOUNTS
at 31 December 2002

## 1. ACCOUNTING POLICIES

***Accounting convention***
The accounts are prepared in accordance with applicable accounting standards in the United Kingdom on the historical cost basis.

In preparing the financial statements for the current year, the company has adopted FRS 18 'Accounting Policies' and FRS 19 'Deferred Tax'.

***Group Accounts***
The company has taken advantage of the exemption from preparing group accounts afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company incorporated in Great Britain which prepares group accounts (see note 10).

***Impairment review***
In accordance with FRS 11 "Impairment of Fixed Assets and Goodwill", the carrying value of the company's investments in subsidiary undertakings has been compared to their recoverable amounts. Any impairment has been charged to the profit and loss account in the period in which it is identified.

***Fixed asset investments***
Investments in subsidiary companies are held at cost less provision for impairment.

***Cash flow statement***
Under the provisions of Financial Reporting Standard No. 1 (revised), the company has not prepared a cash flow statement because it is a wholly owned subsidiary of a company for which consolidated accounts are publicly available (see note 10).

## 2. DIRECTORS' AND AUDITORS' REMUNERATION

The directors' and auditors' remuneration is paid by ntl Group Limited and is disclosed in the accounts of ntl (UK) Group, Inc.

## 3. IMPAIRMENT CHARGE

| | *2002* | *2001* |
|---|---|---|
| | *£000* | *£000* |
| Impairment of investment | - | 697 |

NOTES TO THE ACCOUNTS
at 31 December 2002

## 4. TAXATION

### (a) Tax on loss on ordinary activities

| | 2002 £'000 | 2001 £'000 |
|---|---|---|
| Current Tax: | | |
| UK corporation tax | - | - |

### (b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2001 – 30%). The differences are reconciled below:

| | 2002 £'000 | 2001 £'000 |
|---|---|---|
| Loss on ordinary activities before tax | - | (418) |
| Loss on ordinary activities multiplied by the standard rate of corporation tax of 30% (2001 – 30%) | - | (125) |
| Impairment of investments not deductible for tax purposes | - | 125 |
| Total current tax charge | - | - |

## 5. INVESTMENTS

| | £000 |
|---|---|
| Cost: | |
| At 1 January 2002 and 31 December 2002 | 418 |
| Provision for impairment: | |
| At 1 January 2002 and 31 December 2002 | 418 |
| Net book value: | |
| At 31 December 2001 and 31 December 2002 | - |

| *Name of undertaking* | *Country of registration* | *Description of shares held at 31 December 2002* | *Proportion of nominal value of issued preference shares held %* |
|---|---|---|---|
| ntl CableComms Wirral | England and Wales | Preference £1 | 100 |

The articles of association of ntl CableComms Wirral provide for 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 years ended 31 December 2002 and 31 December 2001, no distributable profits were available on the preference shareholders. The preference dividend has not been declared and therefore no income has been recognised or accrued for in the accounts for the years ended 31 December 2002 and 31 December 2001.

NOTES TO THE ACCOUNTS
at 31 December 2002

## 6. SHARE CAPITAL

| | 2002 | 2001 |
|---|---|---|
| | £ | £ |
| Authorised: | | |
| 100 ordinary shares of US$0.01 each | 1 | 1 |
| 1,000 deferred shares of £1 each | 1,000 | 1,000 |
| | 1,001 | 1,001 |
| Allotted, called up and fully paid: | | |
| 100 ordinary shares of US$0.01 each | 1 | 1 |
| 100 deferred shares of £1 each | 100 | 100 |
| | 101 | 101 |

The holders of the deferred shares shall only be entitled to participate in the assets of the company after the holders of every other class of shares in the capital of the company shall have received on a return of assets on liquidation or otherwise the sum of £1,000 million in respect of each share (other than deferred shares) held by them. The company shall have the power and authority at any time to purchase all or any of the deferred shares for an aggregate consideration of £1 which will be applied for the benefit of the company.

## 7. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

| | *Share capital account* | *Share premium account* | *Profit & loss account* | *Total* |
|---|---|---|---|---|
| | *£000* | *£000* | *£000* | *£000* |
| At 1 January 2001 | - | 418 | - | 418 |
| Retained loss for the year ended 31 December 2001 | - | - | (418) | (418) |
| At 31 December 2001and 31 December 2002 | - | 418 | (418) | - |

## 8. CONTINGENT LIABILITIES

The company, along with fellow subsidiary undertakings, is party to a senior secured credit facility with a syndicate of banks. The company is a guarantor of borrowings under this facility of certain other group companies. At 31 December 2002 the maximum contingent liability represented by outstanding borrowings by these companies amounted to approximately £3,193 million (31 December 2001 - £2,885 million). Borrowings under the facility are secured by security over the assets of certain members of the group including those of the company.

In April 2004 this facility was replaced by a new senior secured credit facility under which the company's assets are secured.

## 9. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard No. 8 not to disclose related party transactions with ntl group companies.

NOTES TO THE ACCOUNTS
at 31 December 2002

**10. ULTIMATE PARENT UNDERTAKING AND CONTROLLING UNDERTAKING**

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 ntl Communications Limited, copies of which may be obtained from ntl, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

Up to 10 January 2003, the ultimate parent undertaking and controlling party was NTL Incorporated (later renamed NTL Europe, Inc.), a company incorporated in the state of Delaware, United States of America. From 10 January 2003, the company's ultimate parent undertaking and controlling party is NTL Communications Corp (later renamed NTL Incorporated), a company incorporated in the state of Delaware, United States of America. Copies of both sets of group accounts, which include the company, are available from The Secretary, NTL Incorporated, ntl House, Bartley Wood Business Park, Hook, Hampshire RG27 9UP.

**11. POST BALANCE SHEET EVENTS**

On 10 January 2003, the company's ultimate parent undertaking, NTL Incorporated, emerged from Chapter 11 re-organisation.

The company did not trade during 2003, therefore the directors are satisfied that the company is entitled to exemption under section 249AA(1) of the Companies Act 1985 and that no audit will be required.