

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-K/A

(Amendment No. 2)



ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR



TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

to

Commission file number 001-35961



LIBERTY GLOBAL ®

**Liberty Global plc**

(Exact name of Registrant as specified in its charter)

**England and Wales**

(State or other jurisdiction of incorporation or organization)

**38 Hans Crescent, London, England**

(Address of principal executive offices)

**98-1112770**

(I.R.S. Employer Identification No.)

**SW1X 0LZ**

(Zip Code)

**Registrant's telephone number, including area code: +44.20.7190.6449 or 303.220.6600**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Class A Ordinary Share, par value \$0.01 per share	NASDAQ Global Select Market
Class B Ordinary Shares, par value \$0.01 per share	NASDAQ Global Select Market
Class C Ordinary Shares, par value \$0.01 per share	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer, accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check one:

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold, or the average bid and ask price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$27.3 billion.  
The number of outstanding ordinary shares of Liberty Global plc as of February 7, 2014 was: 222,111,115 Class A ordinary shares; 10,147,184 Class B ordinary shares; and 161,089,629 Class C ordinary shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement for the Registrant's 2014 Annual General Meeting of Shareholders are incorporated by reference in Part III of this Form 10-K.

## **EXPLANATORY NOTE**

The Registrant is filing this Amendment No. 2 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2013 to replace the consolidated financial statements of Ziggo N.V. (Ziggo) prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, with consolidated financial statements of Ziggo prepared in accordance with accounting principles generally accepted in the United States. Accordingly, the Registrant hereby amends and replaces in its entirety Item 15 of its Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission (SEC) on February 13, 2014 and subsequently amended by Amendment No. 1 on Form 10-K/A filed with the SEC on April 3, 2014. The Form 10-K, as amended by Amendment Nos. 1 and 2 on Form 10-K/A, is collectively referred to herein as the Form 10-K/A.

Except as described above, this amendment does not update or modify in any way the disclosures in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013, as filed on February 13, 2014, and does not purport to reflect any information or events subsequent to the filing thereof.

## PART IV

### Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (a) (1) FINANCIAL STATEMENT

The financial statements required under this Item begin on page II-73 of this Annual Report.

#### (a) (2) FINANCIAL STATEMENT SCHEDULES

The financial statement schedules required under this Item are as follows:

##### Schedule I - Condensed Financial Information of Registrant (Parent Company Information):

Liberty Global plc Condensed Balance Sheet as of December 31, 2013 (Parent Company Only)	IV-12
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Liberty Global, Inc. Condensed Balance Sheet as of December 31, 2012 (Parent Company Only)	IV-15
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##### Schedule II - Valuation and Qualifying Accounts

##### Separate Financial Statements of Subsidiaries Not Consolidated and 50 Percent or Less Owned Persons:

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Consolidated Balance Sheet as of December 31, 2013	IV-20
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Consolidated Statement of Changes in Shareholders' Equity for the year ended December 31, 2013	IV-24
Consolidated Statement of Cash Flows for the year ended December 31, 2013	IV-25
Notes to Consolidated Financial Statements	IV-26

#### (a) (3) EXHIBITS

Listed below are the exhibits filed as part of this Annual Report (according to the number assigned to them in Item 601 of Regulation S-K):

##### 2 -- Plan of acquisition, reorganization, arrangement, liquidation or succession:

- 2.1 Agreement and Plan of Merger, dated as of February 5, 2013, among Virgin Media Inc. (Virgin Media), Liberty Global, Inc. (LGI), Lynx Europe Limited, Lynx US MergerCo 1 LLC, Lynx US MergerCo 2 LLC, Viper US MergerCo 1 LLC and Viper US MergerCo 2 LLC (incorporated by reference to Exhibit 2.1 to LGI's Current Report on Form 8-K filed February 7, 2013 (File No. 000-51360)).
- 2.2 Amendment No. 1, dated as of March 6, 2013, to the Agreement and Plan of Merger, dated as of February 5, 2013, among Liberty Global, Inc., Virgin Media Inc., Liberty Global Corporation Limited (formerly named Lynx Europe Limited), Lynx US MergerCo 1 LLC, Lynx US MergerCo 2 LLC, Viper US MergerCo 1 LLC and Viper US MergerCo 2 LLC (incorporated by reference to Exhibit 2.1 to LGI's Current Report on Form 8-K filed March 8, 2013 (File No. 000-51360)).

##### 3 -- Articles of Incorporation and Bylaws:

- 3.1 Articles of Association of Liberty Global plc, adopted by Special Resolutions passed on May 30, 2013 (incorporated by reference to Exhibit 3.1 to LGI's Current Report on Form 8-K filed June 7, 2013 (File No. 000-51360) (the June 7, 2013 8-K)).

##### 4 -- Instruments Defining the Rights of Securities Holders, including Indentures:

- 4.1 Deed of Amendment and Restatement, dated May 10, 2006, among UPC Broadband Holding BV (UPC Broadband Holding) and UPC Financing Partnership (UPC Financing) as Borrowers, the guarantors listed therein, and the Senior Hedging Banks listed therein, with Toronto Dominion (Texas) LLC as Facility Agent, and TD Bank Europe Limited as Existing Security Agent, amending and restating the senior secured credit agreement originally dated January 16, 2004, as amended and restated from time to time among the Borrower, the guarantors as defined therein, the Facility Agent and the Security Agent and the bank and financial institutions acceding thereto from time to time (the UPC Broadband Holding Bank Facility) (incorporated by reference to Exhibit 4.4 to LGI's Annual Report on Form 10-K filed February 22, 2012 (File No. 000-51360 (the 2011 10-K))).
- 4.2 Additional Facility Q Accession Agreement, dated March 25, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility Q Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed March 26, 2009 (File No. 000-51360) (the March 2009 8-K))).
- 4.3 Additional Facility R Accession Agreement, dated March 25, 2009, among UPC Financing Partnership as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility R Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the March 2009 8-K).
- 4.4 Additional Facility Q Accession Agreement dated April 27, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility Q Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K/A filed April 28, 2009 (File No. 000-51360) (the April 2009 8-K/A))).
- 4.5 Additional Facility R Accession Agreement dated April 27, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility R Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.4 to the April 2009 8-K/A).
- 4.6 Additional Facility S Accession Agreement, dated May 6, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Liberty Global Europe BV (LG Europe) as the initial Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 6, 2009 (File No. 000-51360))).
- 4.7 Additional Facility S Accession Agreement, dated May 22, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and LG Europe as the initial Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K/A filed May 26, 2009 (File No. 000-51360))).
- 4.8 Amendment Letter dated June 9, 2009, among UPC Broadband Holding and UPC Financing as Borrowers, Toronto Dominion (Texas) LLC, as Facility Agent, and the guarantors listed therein to the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 10, 2009 (File No. 000-51360))).
- 4.9 Additional Facility Q Accession Agreement, dated September 8, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Bank of America, N.A. as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K filed September 8, 2009 (File No. 000-51360))).
- 4.10 Additional Facility Q Accession Agreement, dated October 30, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UBS Limited as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 5, 2009 (File No. 000-51360))).
- 4.11 Additional Facility Q Accession Agreement, dated November 18, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Goldman Sachs Bank USA as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 24, 2009 (File No. 000-51360))).
- 4.12 Additional Facility S Accession Agreement, dated January 19, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPC Broadband Operations BV as an Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed January 21, 2010 (File No. 000-51360) (the January 2010 8-K))).
- 4.13 Additional Facility V Accession Agreement, dated January 20, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPCB Finance Limited as an Additional Facility V Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.4 to the January 2010 8-K).

- 4.14 Additional Facility R Accession Agreement, dated April 20, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPC Broadband Operations BV as an Additional Facility R Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed April 21, 2010 (File No. 000-51360)).
- 4.15 Indenture dated January 31, 2011, among UPCB Finance II Limited, The Bank of New York Mellon as trustee, registrar, transfer agent, principal paying agent and security agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 1, 2011 (File No. 000-51360) (the January 2011 8-K)).
- 4.16 Additional Facility Y Accession Agreement, dated January 31, 2011, among UPC Financing as Borrower, UPC Broadband Holding, The Bank of Nova Scotia as Facility Agent and Security Agent and UPCB Finance II Limited as an Additional Facility Y Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the January 2011 8-K).
- 4.17 Indenture dated February 16, 2011, among UPCB Finance III Limited, The Bank of New York Mellon as trustee, registrar, transfer agent, principal paying agent and security agent, and The Bank of New York Mellon, London Branch, as Transparency Directive Agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 17, 2011 (File No. 000-51360) (the February 2011 8-K)).
- 4.18 Additional Facility Z Accession Agreement, dated February 16, 2011, among UPC Financing as Borrower, UPC Broadband Holding, The Bank of Nova Scotia as Facility Agent and Security Agent and UPCB Finance III Limited as an Additional Facility Z Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the February 2011 8-K).
- 4.19 Additional Facility AC Accession Agreement, dated November 16, 2011, among UPC Financing Partnership, as Borrower, UPC Broadband Holding BV, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPCB Finance V Limited, as an Additional Facility AC Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.47 to the 2011 10-K).
- 4.20 Additional Facility AD Accession Agreement, dated February 7, 2012, among UPC Financing Partnership, as Borrower, UPC Broadband Holding BV, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPCB Finance VI Limited, as an Additional Facility AD Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.48 to the 2011 10-K).
- 4.21 Additional Facility AE Accession Agreement, dated February 23, 2012, among UPC Financing Partnership, as Borrower, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPC Broadband Operations BV, as Additional Facility AE Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 23, 2012 (File No. 000-51360)).
- 4.22 Additional Facility AF Accession Agreement, dated November 21, 2012, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AF Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 21, 2012 (File No. 000-51360)).
- 4.23 Additional Facility AH Accession Agreement, dated April 19, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AH Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed April 23, 2013) (File No. 000-51360)).
- 4.24 Additional Facility AG1 Accession Agreement, dated April 29, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 2, 2013 (File No. 000-51360)).
- 4.25 Additional Facility AE1 Accession Agreement, dated May 14, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AE1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 16, 2013 (File No. 000-51360) (the May 16, 2013 8-K)).
- 4.26 Additional Facility AI Accession Agreement, dated May 14, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and each of the Additional Facility AI Lenders listed in Schedule 1 thereto, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the May 16, 2013 8-K).
- 4.27 Additional Facility AG Accession Agreement, dated March 26, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed March 28, 2013 (File No. 000-51360)).
- 4.28 Additional Facility AH Accession Agreement, dated April 19, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AH Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed April 23, 2013 (File No. 000-51360)).

- 4.29 Additional Facility AG1 Accession Agreement, dated April 29, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 2, 2013 (File No. 000-51360)).
- 4.30 Amendment and Restatement Letter dated October 15, 2013, among The Bank of Nova Scotia, as Facility Agent, UPC Broadband Holding B.V., UPC Financing Partnership, as Borrowers, and the Guarantors listed therein (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed October 21, 2013 (File No. 001-35961)).
- 4.31 €2,300,000,000 Credit Agreement, originally dated August 1, 2007, and as amended and restated by supplemental agreements dated August 22, 2007, September 11, 2007, October 8, 2007 and June 23, 2009, among Telenet Bidco NV (now known as Telenet NV) as Borrower, Toronto Dominion (Texas) LLC as Facility Agent, the parties listed therein as Original Guarantors, ABN AMRO Bank N.V., BNP Paribas S.A. and J.P. Morgan PLC as Mandated Lead Arrangers, KBC Bank NV as Security Agent, and the financial institutions listed therein as Initial Original Lenders (the Telenet Credit Facility) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 26, 2009 (File No. 000-51360) (the June 2009 8-K)).
- 4.32 Supplemental Agreement dated June 23, 2009, between Telenet Bidco NV (now known as Telenet NV) and Toronto Dominion (Texas) LLC as Facility Agent relating to the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the June 2009 8-K).
- 4.33 Supplemental Agreement to the Telenet Credit Facility, dated October 4, 2010, among, inter alia, Telenet NV as Guarantor, and Security Provider and The Bank of Nova Scotia as Facility Agent (incorporated by reference to Exhibit 4.8 to LGI's Current Report on Form 8-K filed October 8, 2010 (File No. 000-51360)).
- 4.34 Additional Facility M Accession Agreement, dated November 3, 2010, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance Luxembourg S.C.A. as an additional Facility M Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.50 to LGI's Annual Report on Form 10-K filed February 24, 2011 (File No. 000-51360) (the 2010 10-K)).
- 4.35 Additional Facility N Accession Agreement, dated November 26, 2010, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance Luxembourg II S.A. as an additional Facility N Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.51 to the 2010 10-K).
- 4.36 Additional Facility O Accession Agreement, dated February 15, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance III Luxembourg S.C.A. as an additional Facility O Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.52 to the 2010 10-K).
- 4.37 Telenet Additional Facility P Accession Agreement, dated June 15, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility Q Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Quarterly Report on Form 10-Q filed August 2, 2011 (File No. 000-51360)).
- 4.38 Telenet Additional Facility Q Accession Agreement, dated July 20, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility Q Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed July 22, 2011 (File No. 000-51360) (the July 2011 8-K)).
- 4.39 Telenet Additional Facility R Accession Agreement, dated July 20, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility R Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the July 2011 8-K).
- 4.40 Telenet Additional Facility S Accession Agreement, dated July 29, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility S Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed July 29, 2011) (File No. 000-51360)).
- 4.41 Telenet Additional Facility T Accession Agreement, dated February 17, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility T Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 17, 2012) (File No. 000-51360)).
- 4.42 Telenet Additional Facility Q2 Accession Agreement, dated February 29, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility Q2 Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed March 2, 2012 (File No. 000-51360) (the March 2012 8-K)).



- 4.43 Telenet Additional Facility R2 Accession Agreement, dated February 29, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility R2 Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to the March 2012 8-K).
- 4.44 Telenet Additional Facility U Accession Agreement, dated August 16, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility U Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to LGI's Quarterly Report on Form 10-Q filed November 5, 2012 (File No. 000-51360) (the November 5, 2012 10-Q)).
- 4.45 Telenet Additional Facility V Accession Agreement, dated August 16, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility V Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the November 5, 2012 10-Q).
- 4.46 Registration Rights Agreement dated November 18, 2009, between the Registrant, SPO Partners II, L.P. and San Francisco Partners, L.P. (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K/A filed November 19, 2009 (File No. 000-51360)).
- 4.47 Senior Secured Indenture dated May 4, 2012, between Unitymedia Hessen GmbH & Co. KG (Unitymedia Hessen), Unitymedia NRW GmbH (Unitymedia NRW), The Bank of New York Mellon, London Branch and Credit Suisse, London Branch (relating to the UM Senior Secured Exchange Notes) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 8, 2012 (File No. 000-51360) (the May 2012 8-K)).
- 4.48 Senior Indenture dated May 4, 2012, between Unitymedia GmbH, The Bank of New York Mellon, London Branch and Credit Suisse, London Branch (relating to the UM Senior Exchange Notes) (incorporated by reference to Exhibit 4.2 to the May 2012 8-K).
- 4.49 Indenture dated December 14, 2012 between, among others, Unitymedia Hessen GmbH & Co. KG and Unitymedia NRW GmbH, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent, The Bank of New York Mellon (Luxembourg) S.A. as registrar, The Bank of New York Mellon, as paying agent in New York and Credit Suisse AG, London Branch, as security trustee (relating to the December 2012 UM Senior Secured Notes) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed December 20, 2012 (File No. 000-51360)).
- 4.50 Indenture for 6.50% Convertible Senior Notes due 2016, dated as of April 16, 2008, between Virgin Media Inc. and The Bank of New York, as trustee (including form of 6.50% Convertible Senior Note due 2016) (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Virgin Media Inc. filed on April 16, 2008 (File No. 000-50886) (the Virgin Media April 2008 8-K)).
- 4.51 Registration Rights Agreement for 6.50% Convertible Senior Notes due 2016, dated as of April 16, 2008, between Virgin Media Inc. and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc. (incorporated by reference to Exhibit 4.2 to the Virgin Media April 2008 8-K).
- 4.52 Supplemental Indenture, dated as of June 7, 2013, among Liberty Global plc, Viper US MergerCo 1 Corp. (now known as Virgin Media Inc.) and The Bank of New York Mellon, as Trustee, to the Indenture dated as of April 16, 2008 for 6.50% Convertible Senior Notes due 2016 (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed June 12, 2013 (File No. 001-35961) (the June 12, 2013 8-K)).
- 4.53 Indenture, dated as of January 19, 2010, among Virgin Media Secured Finance PLC, the guarantors party thereto, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon (Luxembourg) S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on January 20, 2010 (File No. 000-50886)).
- 4.54 First Supplemental Indenture, dated as of April 19, 2010, among Virgin Media SFA Finance Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.6 to Virgin Media's Registration Statement on Form S-4 filed on June 15, 2010 (File No. 333-167532) (the Virgin Media June 2010 S-4)).
- 4.55 Second Supplemental Indenture, dated as of May 17, 2010, among General Cable Investments Limited, NTL Funding Limited, Telewest Communications Holdco Limited, VM Sundial Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.7 to the Virgin Media June 2010 S-4).
- 4.56 Third Supplemental Indenture, dated as of June 10, 2010, among Telewest Communications (Cumbernauld) Limited, Telewest Communications (Dumbarton) Limited, Telewest Communications (Falkirk) Limited, Telewest Communications (Glenrothes) Limited, Barnsley Cable Communications Limited, Doncaster Cable Communications Limited, Halifax Cable Communications Limited, Wakefield Cable Communications Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.8 to the Virgin Media June 2010 S-4).
- 4.57 Fourth Supplemental Indenture, dated as of February 18, 2011, between, among others, VMWH Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.23 to Virgin Media's Annual Report on Form 10-K filed on February 22, 2011 (File No. 000-50886)).

- 4.58 Fifth Supplemental Indenture, dated as of February 13, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc., Virgin Media Finance PLC, Virgin Media Investment Holdings Limited, the Subsidiary Guarantors named therein, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon Luxembourg S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on February 15, 2013 (File No. 000-50886)).
- 4.59 Indenture, dated as of March 3, 2011, among Virgin Media Secured Finance PLC, the guarantors party thereto, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon (Luxembourg) S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on March 3, 2011 (File No. 000-50886)).
- 4.60 Indenture dated February 22, 2013, between, among others, Lynx I Corp., as issuer, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent and The Bank of New York Mellon, as paying agents and Newco security trustee (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K/A filed February 27, 2013 (File No. 000-51360)).
- 4.61 Indenture, dated as of February 22, 2013, among Lynx II Corp., as issuer, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent and The Bank of New York Mellon, as paying agents and Newco security trustee (incorporated by reference to Exhibit 4.2 to the Liberty Global February 2013 8-K/A).
- 4.62 Sixth Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc. and The Bank of New York Mellon as trustee, to the Indenture dated as of January 19, 2010 for Virgin Media 6.50% Senior Secured Notes and 7.00% Senior Secured Notes each due 2018 (incorporated by reference to Exhibit 4.10 to the June 12, 2013 8-K).
- 4.63 First Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc. and The Bank of New York Mellon as trustee, to the Indenture dated as of March 3, 2011 for Virgin Media 5.25% Senior Secured Notes and 5.50% Senior Secured Notes each due 2021 (incorporated by reference to Exhibit 4.12 to the June 12, 2013 8-K).
- 4.64 Accession Agreement, dated as of June 7, 2013, among Virgin Media Secured Finance PLC, as acceding issuer, Lynx I Corp. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.13 to the June 12, 2013 8-K).
- 4.65 First Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC and The Bank of New York Mellon, as trustee, to the Indenture dated as of February 22, 2013 for Lynx I Corp. 5% Senior Secured Notes and 6.00% Senior Secured Notes each due 2021 (incorporated by reference to Exhibit 4.15 to the June 12, 2013 8-K).
- 4.66 Accession Agreement, dated as of June 7, 2013, among Lynx II Corp., Virgin Media Finance PLC and The Bank of New York Mellon, as trustee and paying agent (incorporated by reference to Exhibit 4.16 to the June 12, 2013 8-K).
- 4.67 First Supplemental Indenture, dated June 7, 2013, between, among others, Virgin Media Finance PLC, Virgin Media Inc. and The Bank of New York Mellon, as trustee and paying agent, to the Indenture dated as of February 22, 2013 Lynx II Corp. 6% Senior Notes and 7.00% Senior Notes each due 2023 (incorporated by reference to Exhibit 4.19 to the June 12, 2013 8-K).
- 4.68 Senior Facilities Agreement, dated as of June 7, 2013, among, among others, Virgin Media Finance PLC, certain other subsidiaries of Virgin Media Inc. and the lenders thereto (incorporated by reference to Exhibit 4.19 to the June 12, 2013 8-K).
- 4.69 Amendment, dated June 14, 2013, to the Senior Facilities Agreement, between, among others, Virgin Media Investment Holdings Limited, certain other subsidiaries of Virgin Media Inc. and the lenders thereto (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 21, 2013 (File No. 001-35961)).
- 4.70 Indenture dated January 24, 2014, between VTR Finance B.V., the Bank of New York Mellon, London Branch, as trustee and security agent, and the Bank of New York Mellon as paying agent, registrar and transfer agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed January 24, 2014 (File No. 001-35961)).
- 4.71 Acquisition Facilities Agreement dated January 27, 2014, as amended and restated by a Supplemental Agreement dated February 10, 2014 (the Holdco VII Facilities Agreement), by and among LGE Holdco VII B.V. as Original Borrower and Original Guarantor, Bank of America Merrill Lynch International Limited and Credit Suisse AG, London Branch, as Global Coordinators, certain banks and financial institutions as Bookrunners, certain banks and financial institutions, as Mandated Lead Arrangers, The Bank of Nova Scotia as Facility Agent, ING Bank N.V. as Security Agent and the banks and financial institutions listed therein as lenders.\*
- 4.72 High Yield Bridge Facilities Agreement dated January 27, 2014, by and among Holdco VI B.V. as Original Borrower, Bank of America Merrill Lynch International Limited and Credit Suisse AG, London Branch, as Global Coordinators, certain banks and financial institutions as Bookrunners, certain banks and financial institutions as Mandated Lead Arrangers, Bank of America Merrill Lynch International Limited as Facility Agent and as Security Agent and the lenders listed therein.\*
- 4.73 The Registrant undertakes to furnish to the Securities and Exchange Commission, upon request, a copy of all instruments with respect to long-term debt not filed herewith.



10 -- Material Contracts:

- 10.1 Deed of Assumption of Liberty Global plc, dated June 7, 2013 (incorporated by reference to Exhibit 10.1 to the June 7, 2013 8-K).
- 10.2 Liberty Global, Inc. 2005 Incentive Plan (as amended and restated effective June 7, 2013) (the Incentive Plan) (incorporated by reference to Exhibit 10.2 to the June 7, 2013 8-K).
- 10.3 Liberty Global, Inc. 2005 Nonemployee Director Incentive Plan (as amended and restated effective June 7, 2013) (the Director Plan) (incorporated by reference to Exhibit 10.3 to the June 7, 2013 8-K).
- 10.4 Virgin Media Inc. 2010 Stock Incentive Plan (as amended and restated effective June 7, 2013) (incorporated by reference to Exhibit 10.4 to the June 7, 2013 8-K).
- 10.5 Form of Non-Qualified Stock Option Agreement under the Director Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed August 1, 2013 (File No. 001-35961) (the August 1, 2013 10-Q)).
- 10.6 Liberty Global plc Compensation Policy for Nonemployee Directors effective June 7, 2013 (a successor to the Liberty Global, Inc. Compensation Policy for Nonemployee Directors) (incorporated by reference to Exhibit 10.6 to the August 1, 2013 10-Q).
- 10.7 Form of Deed of Indemnity between Liberty Global and its Directors and Executive Officers (incorporated by reference to Exhibit 10.10 to the June 7, 2013 8-K).
- 10.8 Form of the Non-Qualified Stock Option Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.2 of the 2010 10-K).
- 10.9 Form of Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.3 to LGI's Quarterly Report on Form 10-Q filed May 7, 2008 (File No. 000-51360) (the May 7, 2008 10-Q)).
- 10.10 Form of Restricted Shares Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.4 of the 2010 10-K).
- 10.11 Form of Restricted Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.1 to the May 7, 2008 10-Q).
- 10.12 Notice to Holders of Liberty Global, Inc. Stock Options Awarded by Liberty Media International, Inc. of Additional Method of Payment of Option Price dated March 6, 2008 (incorporated by reference to Exhibit 10.4 to the May 7, 2008 10-Q).
- 10.13 Form of Restricted Shares Agreement under the Director Plan (incorporated by reference to Exhibit 10.8 to the 2011 10-K).
- 10.14 Form of Restricted Share Units Agreement under the Director Plan (incorporated by reference to Exhibit 10.2 to LGI's Quarterly Report on Form 10-Q filed August 4, 2009 (File No. 000-51360)).
- 10.15 Liberty Global Challenge Performance Award Program for executive officers under the Incentive Plan (description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of the Registrant's Current Report on Form 8-K filed June 28, 2013 (File No. 000-51360)).
- 10.16 Form of Performance Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.5 to the August 1, 2013 10-Q).
- 10.17 Liberty Global, Inc. 2013 Annual Cash Performance Award Program for executive officers under the Incentive Plan (description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed April 4, 2013 (File No. 000-51360) (the April 4, 2013 8-K)).
- 10.18 Liberty Global, Inc. 2013 Performance Incentive Plan for executive officers under the Incentive Plan, as amended on December 31, 2012 (a description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of the April 4, 2013 8-K).
- 10.19 Liberty Global, Inc. 2012 Annual Cash Performance Award Program for executive officers under the Incentive Plan (description of said program is incorporated by reference to the description thereof included in Item 5.02(e) of the Registrant's Current Report on Form 8-K filed March 2, 2012 (File No. 000-51360), and a description of the amendment to said program is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed January 4, 2013 (File No. 000-51630)).
- 10.20 Liberty Global, Inc. 2012 Performance Incentive Plan for executive officers under the Incentive Plan (a description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed March 16, 2012 (File No. 000-51360)).
- 10.21 Form of Performance Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed May 4, 2011 (file No. 000-51360) (the May 4, 2011 10-Q)).
- 10.22 Form of Share Grant and Restricted Shares Award in Settlement of Performance Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.18 to LGI's Annual Report on Form 10-K/A filed February 13, 2013 (File No. 000-51360) (the 2012 10-K)).
- 10.23 Deferred Compensation Plan (adopted effective December 15, 2008; Amended and Restated as of January 1, 2013) (incorporated by reference to Exhibit 10.19 to the 2012 10-K).

10.24	Form of Deferral Election Form under the Deferred Compensation Plan (incorporated by reference to Exhibit 10.20 to the 2012 10-K).
10.25	Nonemployee Director Deferred Compensation Plan (As Amended and Restated Effective December 14, 2013).*
10.26	Form of Deferral Election Form under the Nonemployee Director Deferred Compensation Plan.*
10.27	UnitedGlobalCom, Inc. Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.23 to the 2012 10-K).
10.28	Form of Amendment to Stock Appreciation Rights Agreement under the UnitedGlobalCom, Inc. 2003 Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.29 to the 2010 10-K).
10.29	Stock Option Plan for Non-Employee Directors of UGC, effective March 20, 1998, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.28 to LGI's Annual Report on Form 10-K filed February 24, 2010 (File No. 000-51360) (the 2009 10-K)).
10.30	Personal Usage of Aircraft Policy, amended and restated (incorporated by reference to Exhibit 10.7 to the May 4, 2011 10-Q).
10.31	Form of Aircraft Time Sharing Agreement (900EX) (incorporated by reference to Exhibit 10.30 to the 2012 10-K).
10.32	Form of Aircraft Time Sharing Agreement (7X) (incorporated by reference to Exhibit 10.31 to the 2012 10-K).
10.33	Executive Service Agreement, dated December 15, 2004, between UPC Services Limited and Charles Bracken (incorporated by reference to Exhibit 10.36 to the 2009 10-K).
10.34	Executive Services Agreement effective January 1, 2011, between Liberty Global Europe BV and Diederik Karsten (incorporated by reference to Exhibit 10.45 to the 2010 10-K).
10.35	Trade Mark Licence, dated as of April 3, 2006, between Virgin Enterprises Limited and NTL Group Limited (incorporated by reference to Exhibit 10.2 to Virgin Media's Quarterly Report on Form 10-Q filed on August 9, 2006 (File No. 000-50886)).
10.36	Amendment Letter No. 1, effective February 8, 2007, to the Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated April 3, 2006 (incorporated by reference to Exhibit 10.5 to Virgin Media's Quarterly Report on Form 10-Q filed on August 8, 2007 (File No. 000-50886) (the Virgin Media November 2007 10-Q)).
10.37	Amendment Letter No. 2, dated as of October 1, 2007, to the Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated April 3, 2006 (incorporated by reference to Exhibit 10.6 to the Virgin Media November 2007 10-Q).
10.38	Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated December 16, 2009 (incorporated by reference to Exhibit 10.83 to Virgin Media's Annual Report on Form 10-K filed on February 26, 2010 (File No. 000-50886)).
10.39	Merger Protocol dated January 27, 2014, among LGE Holdco VII B.V., Ziggo N.V. and the Registrant (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed January 31, 2014 (File No. 001-35961)).
21 -- List of Subsidiaries*	
23 -- Consent of Experts and Counsel:	
23.1	Consent of KPMG LLP*
23.2	Consent of Ernst & Young Accountants LLP**
31 -- Rule 13a-14(a)/15d-14(a) Certification:	
31.1	Certification of President and Chief Executive Officer*
31.2	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)*
31.3	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)*
31.4	Certification of President and Chief Executive Officer**
31.5	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)**
31.6	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)**
31.7	Certification of President and Chief Executive Officer***
31.8	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)***
31.9	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)***
32.1 -- Section 1350 Certification†	
32.2 -- Section 1350 Certification††	
32.3 -- Section 1350 Certification†††	

101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

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\* Filed with the Registrant's Form 10-K dated February 13, 2014  
 \*\* Filed with the Registrant's Form 10-K/A dated April 3, 2014  
 \*\*\* Filed herewith  
 † Furnished with the Registrant's Form 10-K dated February 13, 2014  
 †† Furnished with the Registrant's Form 10-K/A dated April 3, 2014  
 ††† Furnished herewith

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIBERTY GLOBAL PLC

Dated: June 4, 2014

/s/ BRYAN H. HALL

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Bryan H. Hall  
*Executive Vice President, General Counsel and Secretary*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

IV-10

Signature	Title	Date
/s/ JOHN C. MALONE John C. Malone	Chairman of the Board	June 4, 2014
/s/ MICHAEL T. FRIES Michael T. Fries	President, Chief Executive Officer and Director	June 4, 2014
/s/ ANDREW J. COLE Andrew J. Cole	Director	June 4, 2014
/s/ JOHN P. COLE John P. Cole	Director	June 4, 2014
/s/ MIRANDA CURTIS Miranda Curtis	Director	June 4, 2014
/s/ JOHN W. DICK John W. Dick	Director	June 4, 2014
/s/ PAUL A. GOULD Paul A. Gould	Director	June 4, 2014
/s/ RICHARD R. GREEN Richard R. Green	Director	June 4, 2014
/s/ DAVID E. RAPLEY David E. Rapley	Director	June 4, 2014
/s/ LARRY E. ROMRELL Larry E. Romrell	Director	June 4, 2014
/s/ J.C. SPARKMAN J.C. Sparkman	Director	June 4, 2014
/s/ J. DAVID WARGO J. David Wargo	Director	June 4, 2014
/s/ CHARLES H.R. BRACKEN Charles H.R. Bracken	Executive Vice President and Co-Chief Financial Officer (Principal Financial Officer)	June 4, 2014
/s/ BERNARD G. DVORAK Bernard G. Dvorak	Executive Vice President and Co-Chief Financial Officer (Principal Accounting Officer)	June 4, 2014

**LIBERTY GLOBAL PLC**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED BALANCE SHEET**  
**(Parent Company Only)**

	December 31, 2013
	in millions
<b>ASSETS</b>	
Current assets:	
Cash and cash equivalents	\$ 290.7
Interest receivables — related-party	247.1
Other receivables — related-party	260.4
Other current assets	9.6
Total current assets	807.8
Long-term notes receivable — related-party	9,557.6
Investments in consolidated subsidiaries, including intercompany balances	1,742.8
Other assets, net	3.0
Total assets	\$ 12,111.2
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	
Current liabilities:	
Accounts payable	\$ 11.4
Accrued liabilities and other	53.8
Total current liabilities	65.2
Long-term notes payable — related-party	18.6
Other long-term liabilities	1.6
Total liabilities	85.4
Commitments and contingencies	
Shareholders' equity:	
Class A ordinary shares, \$0.01 nominal value. Issued and outstanding 222,081,117 shares	2.2
Class B ordinary shares, \$0.01 nominal value. Issued and outstanding 10,147,184 shares	0.1
Class C ordinary shares, \$0.01 nominal value. Issued and outstanding 161,996,684 shares	1.6
Additional paid-in capital	12,813.4
Accumulated deficit	(3,312.6)
Accumulated other comprehensive earnings, net of taxes	2,528.8
Treasury shares, at cost	(7.7)
Total shareholders' equity	12,025.8
Total liabilities and shareholders' equity	\$ 12,111.2



**LIBERTY GLOBAL PLC**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED STATEMENT OF OPERATIONS**  
**(Parent Company Only)**

	Period from June 8, 2013 through December 31, 2013
	in millions
Operating costs and expenses:	
Selling, general and administrative (including share-based compensation)	\$ 9.7
Related-party fees and allocations	54.9
Operating loss	(64.6)
Non-operating income (expense):	
Interest income, net	468.3
Other expense, net	(4.5)
	463.8
Earnings before income taxes and equity in losses of consolidated subsidiaries, net	399.2
Equity in losses of consolidated subsidiaries, net	(1,306.3)
Income tax expense	(105.8)
Net loss	\$ (1,012.9)

**LIBERTY GLOBAL PLC**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED STATEMENT OF CASH FLOWS**  
**(Parent Company Only)**

	Period from June 8, 2013 through December 31, 2013
	in millions
Cash flows from operating activities:	
Net loss	\$ (1,012.9)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Equity in losses of consolidated subsidiaries, net	1,306.3
Share-based compensation expense	3.5
Related-party fees and allocations	54.9
Changes in operating assets and liabilities:	
Receivables and other operating assets	(104.9)
Payables and accruals	6.7
Net cash provided by operating activities	253.6
Cash flows from investing activities:	
Distributions and advances from subsidiaries and affiliates, net	949.0
Other investing activities, net	(11.3)
Net cash provided by investing activities	937.7
Cash flows from financing activities:	
Repurchase of Liberty Global shares	(971.8)
Proceeds from issuance of Liberty Global shares upon exercise of stock options	78.1
Other financing activities, net	(6.9)
Net cash used by financing activities	(900.6)
Net increase in cash and cash equivalents	290.7
Cash and cash equivalents:	
Beginning of period	—
End of period	\$ 290.7

**LIBERTY GLOBAL, INC.**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED BALANCE SHEET**  
**(Parent Company Only)**

	December 31, 2012
	in millions
<b>ASSETS</b>	
Current assets:	
Cash and cash equivalents	\$ 69.4
Deferred income taxes	0.8
Other current assets	2.1
Total current assets	72.3
Investments in consolidated subsidiaries, including intercompany balances	2,202.6
Property and equipment, at cost	4.7
Accumulated depreciation	(2.8)
Property and equipment, net	1.9
Deferred income taxes	26.1
Total assets	\$ 2,302.9
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
Current liabilities:	
Accounts payable	\$ 19.5
Accrued liabilities and other	30.9
Total current liabilities	50.4
Other long-term liabilities	42.5
Total liabilities	92.9
Commitments and contingencies	
Stockholders' equity:	
Series A common stock, \$.01 par value. Authorized 500,000,000 shares; issued and outstanding 142,284,430 shares	1.4
Series B common stock, \$.01 par value. Authorized 50,000,000 shares; issued and outstanding 10,206,145 shares	0.1
Series C common stock, \$.01 par value. Authorized 500,000,000 shares; issued and outstanding 106,402,667 shares	1.1
Additional paid-in capital	2,955.6
Accumulated deficit	(2,348.7)
Accumulated other comprehensive earnings, net of taxes	1,600.5
Total stockholders' equity	2,210.0
Total liabilities and stockholders' equity	\$ 2,302.9

**LIBERTY GLOBAL, INC.**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Parent Company Only)**

	Period from January 1, 2013 through June 7, 2013	Year ended December 31, 2012	2011
	in millions		
Operating costs and expenses:			
Selling, general and administrative (including stock-based compensation)	\$ 43.5	\$ 98.1	\$ 96.0
Depreciation and amortization	0.3	0.8	0.6
Other operating charges	48.1	—	—
Operating loss	(91.9)	(98.9)	(96.6)
Non-operating expense:			
Interest expense, net	(0.7)	(0.1)	(36.3)
Loss on debt conversion	—	—	(187.2)
Other expense, net	(0.1)	(0.5)	—
	(0.8)	(0.6)	(223.5)
Loss before income taxes and equity in earnings (losses) of consolidated subsidiaries, net	(92.7)	(99.5)	(320.1)
Equity in earnings (losses) of consolidated subsidiaries, net	120.0	390.7	(552.6)
Income tax benefit	21.7	31.6	100.0
Net earnings (loss)	\$ 49.0	\$ 322.8	\$ (772.7)

**LIBERTY GLOBAL, INC.**  
**SCHEDULE I**  
**(Parent Company Information - See Notes to Consolidated Financial Statements)**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(Parent Company Only)**

	Period from January 1, 2013 through June 7, 2013	Year ended December 31,	
	2013	2012	2011
	in millions		
Cash flows from operating activities:			
Net earnings (loss)	\$ 49.0	\$ 322.8	\$ (772.7)
Adjustments to reconcile net earnings (loss) to net cash used by operating activities:			
Equity in losses (earnings) of consolidated subsidiaries, net	(120.0)	(390.7)	552.6
Stock-based compensation expense	11.5	33.0	38.2
Depreciation and amortization	0.3	0.8	0.6
Other operating charges	48.1	—	—
Amortization of deferred financing costs and non-cash interest accretion	—	—	16.5
Loss on debt conversion	—	—	187.2
Deferred income tax expense (benefit)	(21.9)	111.7	(98.3)
Excess tax benefits from stock-based compensation	—	(2.6)	(38.4)
Changes in operating assets and liabilities:			
Receivables and other operating assets	(7.2)	(27.1)	(2.3)
Payables and accruals	(23.8)	(71.4)	(7.0)
Net cash used by operating activities	(64.0)	(23.5)	(123.6)
Cash flows from investing activities:			
Distributions and advances from subsidiaries and affiliates, net	163.1	855.1	447.5
Capital expenditures	(0.7)	(2.0)	(2.4)
Net cash provided by investing activities	162.4	853.1	445.1
Cash flows from financing activities:			
Repurchase of LGI common stock	(185.4)	(970.3)	(912.6)
Proceeds (payments) related to call option contracts for LGI common stock	55.5	(52.1)	—
Payment of net settled employee withholding taxes on stock incentive awards	(13.1)	(22.1)	(68.2)
Proceeds from issuance of LGI common stock upon exercise of stock options	2.9	25.6	32.7
Excess tax benefits from stock-based compensation	—	2.6	38.4
Payment of exchange offer consideration	—	—	(187.5)
Net cash used by financing activities	(140.1)	(1,016.3)	(1,097.2)
Net decrease in cash and cash equivalents	(41.7)	(186.7)	(775.7)
Cash and cash equivalents:			
Beginning of period	69.4	256.1	1,031.8
End of period	\$ 27.7	\$ 69.4	\$ 256.1

**LIBERTY GLOBAL PLC**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

Allowance for doubtful accounts — Trade receivables								
	Balance at beginning of period	Additions to costs and expenses	Acquisitions	Deductions or write-offs	Foreign currency translation adjustments	Disposals/ discontinued operations	Balance at end of period	
in millions								
Year ended December 31:								
2011	\$ 146.6	74.4	12.5	(80.6)	(8.0)	(0.9)	\$ 144.0	
2012	\$ 144.0	66.4	4.0	(113.6)	2.2	—	\$ 103.0	
2013	\$ 103.0	113.3	12.9	(98.1)	1.7	(10.2)	\$ 122.6	



## **Report of Independent Auditors'**

To: The Board of Management and Supervisory Board of Ziggo N.V.

We have audited the accompanying consolidated financial statements of Ziggo N.V., which comprise the consolidated balance sheet as of December 31, 2013, and the consolidated statement of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and the related notes to the consolidated financial statements.

### ***Management's Responsibility***

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### ***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ziggo N.V. at December 31, 2013, and the consolidated income results and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

Amsterdam, June 4, 2014

Ernst & Young Accountants LLP

**ZIGGO N.V.**  
**CONSOLIDATED BALANCE SHEET**  
**DECEMBER 31, 2013**  
in millions, except share and per share amounts

ASSETS		
Current assets:		
Cash	€	77.4
Trade receivables, net		44.9
Deferred income taxes (note 7)		42.2
Prepaid expenses		14.2
Other current assets		11.2
Total current assets		189.9
Property and equipment, net (note 5)		1,560.0
Goodwill (note 5)		1,793.8
Intangible assets subject to amortization, net (note 5)		1,054.7
Other assets, net		38.1
Total assets	€	4,636.5

The accompanying notes are an integral part of these consolidated financial statements.

**ZIGGO N.V.**  
**CONSOLIDATED BALANCE SHEET – (Continued)**  
**DECEMBER 31, 2013**  
in millions, except share and per share amounts

<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	€	88.2
Deferred revenue		120.2
Accrued value-added taxes		43.7
Accrued interest		38.8
Other accrued and current liabilities (note 3)		100.2
Total current liabilities		391.1
Long-term debt and capital lease obligations (note 6)		3,107.8
Deferred tax liability (note 7)		125.0
Other long-term liabilities (note 3)		42.2
Total liabilities		3,666.1
Commitments and contingencies (notes 3, 6 and 10)		
Shareholders' equity (note 8):		
Ordinary shares, €1.00 nominal value. Authorized 800,000,000 shares; issued and outstanding 200,000,000 and 199,998,194 shares, respectively.		200.0
Additional paid-in capital		3,205.0
Accumulated deficit		(2,433.7)
Accumulated other comprehensive loss, net of taxes		(0.9)
Total shareholders' equity		970.4
Total liabilities and shareholders' equity	€	4,636.5

The accompanying notes are an integral part of these consolidated financial statements.

**ZIGGO N.V.**  
**CONSOLIDATED STATEMENT OF INCOME**  
**YEAR ENDED DECEMBER 31, 2013**  
in millions, except share and per share amounts

Revenue (note 2)	€	1,568.2
Operating costs and expenses:		
Operating (other than depreciation and amortization)		510.2
Selling, general and administrative (SG&A) (including share-based compensation) (note 9)		188.0
Depreciation and amortization		444.7
		1,142.9
Operating income		425.3
Non-operating income (expense):		
Interest expense		(210.8)
Interest income		1.0
Loss on debt extinguishment (note 6)		(42.7)
Realized and unrealized gains on derivative instruments, net (note 3)		29.1
Share of results of affiliates, net		(9.1)
		(232.5)
Income before income taxes		192.8
Income tax benefit (note 7)		16.5
Net income	€	209.3
Basic and diluted income per share	€	1.05
Weighted average ordinary shares outstanding – basic and diluted		199,998,116

The accompanying notes are an integral part of these consolidated financial statements.

**ZIGGO N.V.**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**YEAR ENDED DECEMBER 31, 2013**  
**in millions**

Net income	€	209.3
Other comprehensive income – cash flow hedges, net of taxes		3.4
Comprehensive income	€	212.7

The accompanying notes are an integral part of these consolidated financial statements.

**ZIGGO N.V.**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**YEAR ENDED DECEMBER 31, 2013**  
**in millions**

	<u>Shareholders' capital</u>	<u>Additional paid-in capital</u>	<u>Accumulated deficit</u>	<u>Accumulated other comprehensive loss, net of taxes</u>	<u>Total shareholders' equity</u>
Balance at January 1, 2013	€ 200.0	€ 3,500.0	€ (2,568.5)	€ (4.3)	€ 1,127.2
Net income	—	—	209.3	—	209.3
Other comprehensive income	—	—	—	3.4	3.4
Dividends paid	—	(295.5)	(74.5)	—	(370.0)
Share-based compensation	—	0.5	—	—	0.5
Balance at December 31, 2013	<u>€ 200.0</u>	<u>€ 3,205.0</u>	<u>€ (2,433.7)</u>	<u>€ (0.9)</u>	<u>€ 970.4</u>

The accompanying notes are an integral part of these consolidated financial statements.



**ZIGGO N.V.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2013**  
in millions

Cash flows from operating activities:

Net income	€	209.3
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation expense		0.5
Depreciation and amortization		444.7
Loss on debt extinguishment		42.7
Realized and unrealized gains on derivative instruments, net		29.1
Deferred income tax benefit		(18.7)
Share of results of affiliates, net		9.1
Changes in operating assets and liabilities:		
Receivables and other operating assets		(62.0)
Payables and accruals		(8.7)
Net cash provided by operating activities		646.0

Cash flows from investing activities:

Capital expenditures		(342.2)
Cash paid in connection with acquisitions, net of cash acquired		(15.2)
Contribution to affiliate		(7.9)
Other investing activities, net		(0.4)
Net cash used by investing activities		(365.7)

Cash flows from financing activities:

Borrowings of debt		1,378.5
Repayments of debt		(1,288.3)
Payment of dividends		(370.0)
Payment of financing costs		(13.4)
Other financing activities, net		(2.1)
Net cash used by financing activities		(295.3)

Net decrease in cash		(15.0)
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Cash:		
Beginning of year		92.4
End of year	€	77.4

Cash paid for interest	€	190.8
Net cash paid for taxes	€	—

The accompanying notes are an integral part of these consolidated financial statements.

**(1) Basis of Presentation**

Ziggo N.V. (Ziggo) is a public limited company in the Netherlands. Ziggo is the owner and operator of a broadband cable network in the Netherlands, and provides video, broadband internet, fixed-line telephony and mobile services to households and businesses in the Netherlands under the brand name Ziggo. In the following text, the terms “we,” “our,” “our company” and “us” may refer, as the context requires, to Ziggo or collectively to Ziggo and its subsidiaries.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

Our functional currency is the euro (€).

These consolidated financial statements reflect our consideration of the accounting and disclosure implications of subsequent events through June 4, 2014, the date of issuance.

**(2) Summary of Significant Accounting Policies**

***Estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are used in accounting for, among other things, the valuation of acquisition-related assets and liabilities, allowances for uncollectible accounts, programming and copyright expenses, deferred income taxes and related valuation allowances, loss contingencies, fair value measurements, impairment assessments, capitalization of internal costs associated with construction and installation activities, useful lives of long-lived assets and share-based compensation. Actual results could differ from those estimates.

***Principles of Consolidation***

The accompanying consolidated financial statements include our accounts and the accounts of all voting interest entities where we exercise a controlling financial interest through the ownership of a direct or indirect controlling voting interest and variable interest entities for which our company is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

***Trade Receivables***

Our trade receivables are reported net of an allowance for doubtful accounts. Such allowance aggregated €4.6 million at December 31, 2013. The allowance for doubtful accounts is based upon our assessment of probable loss related to uncollectible accounts receivable. We use a number of factors in determining the allowance, including, among other things, collection trends, prevailing and anticipated economic conditions and specific customer credit risk. The allowance is maintained until either receipt of payment or the likelihood of collection is considered to be remote.

Concentration of credit risk with respect to trade receivables is limited due to the large number of customers. We also manage this risk by disconnecting services to customers whose accounts are delinquent.

***Financial Instruments***

Due to the short maturities of trade and other receivables, other current assets, accounts payable, accrued liabilities and other current liabilities, their respective carrying values approximate their respective fair values. For information concerning the fair values of our derivatives and debt, see notes 3 and 6, respectively. For information concerning how we arrive at certain of our fair value measurements, see note 4.

### ***Derivative Instruments***

We no longer apply hedge accounting to any of our derivative instruments. Accordingly, all derivative instruments are recorded on the balance sheet at fair value and changes in fair value are recognized in income. The amounts accumulated in other comprehensive income for derivative instruments that were previously designated as hedges are reclassified into income over the same time period that the hedged item affects our income. For information regarding our derivative instruments, including our policy for classifying cash flows related to derivative instruments in our consolidated statement of cash flows, see note 3.

### ***Property and Equipment***

Property and equipment are stated at cost less accumulated depreciation. We capitalize costs associated with the construction of new cable transmission and distribution facilities and the installation of new cable services. Capitalized construction and installation costs include materials, labor and other directly attributable costs. Installation activities that are capitalized include (i) the initial connection (or drop) from our cable system to a customer location, (ii) the replacement of a drop and (iii) the installation of equipment for additional services, such as digital cable, telephone or broadband internet service. The costs of other customer-facing activities, such as reconnecting customer locations where a drop already exists, disconnecting customer locations and repairing or maintaining drops, are expensed as incurred. Interest capitalized with respect to construction activities was €12.6 million during 2013.

Capitalized internal-use software is included as a component of property and equipment. We capitalize internal and external costs directly associated with the development of internal-use software. We also capitalize costs associated with the purchase of software licenses. Maintenance and training costs, as well as costs incurred during the preliminary stage of an internal-use software development project, are expensed as incurred.

Depreciation is computed using the straight-line method over the estimated useful life of the underlying asset. Equipment under capital leases is amortized on a straight-line basis over the shorter of the lease term or estimated useful life of the asset. Useful lives used to depreciate our property and equipment are assessed periodically and are adjusted when warranted. The useful lives of cable distribution systems that are undergoing a rebuild are adjusted such that property and equipment to be retired will be fully depreciated by the time the rebuild is completed. For additional information regarding the useful lives of our property and equipment, see note 5.

Additions, replacements and improvements that extend the asset life are capitalized. Repairs and maintenance costs are expensed as incurred.

### ***Intangible Assets***

Our primary intangible assets relate to goodwill and customer relationships. Goodwill represents the excess purchase price over fair value of the identifiable net assets acquired in a business combination. Customer relationships were originally recorded at their fair value in connection with business combinations.

Goodwill and other intangible assets with indefinite useful lives are not amortized, but instead are tested for impairment at least annually. Intangible assets with finite lives are amortized on a straight-line basis over their respective estimated useful lives to their estimated residual values, and reviewed for impairment when a triggering event occurs.

For additional information regarding the useful lives of our intangible assets, see note 5.

### ***Impairment of Property and Equipment and Intangible Assets***

We review, when circumstances warrant, the carrying amounts of our property and equipment and our intangible assets (other than goodwill and other indefinite-lived intangible assets) to determine whether such carrying amounts continue to be recoverable. Such changes in circumstance may include, among other items, (i) an expectation of a sale or disposal of a long-lived asset or asset group, (ii) adverse changes in market or competitive conditions, (iii) an adverse change in legal factors or business climate in the markets in which we operate and (iv) operating or cash flow losses. For purposes of impairment testing, long-lived assets are grouped at the lowest level for which cash flows are largely independent of other assets and liabilities, generally at or below the reporting unit level (see below). If the carrying amount of the asset or asset group is greater than the expected undiscounted cash flows to be generated by such asset or asset group, an impairment adjustment is recognized. Such adjustment is measured by the amount that the carrying value of such asset or asset group exceeds its fair value. We generally measure fair value by considering (a) sale prices for similar assets, (b) discounted estimated future cash flows using an appropriate discount rate and/or

**ZIGGO N.V.**  
**Notes to Consolidated Financial Statements – (Continued)**  
**December 31, 2013**

(c) estimated replacement cost. Assets to be disposed of are carried at the lower of their financial statement carrying amount or fair value less costs to sell.

We evaluate goodwill and other indefinite-lived intangible assets for impairment at least annually on December 31 and whenever other facts and circumstances indicate that the carrying amounts of goodwill and other indefinite-lived intangible assets may not be recoverable. For impairment evaluations with respect to both goodwill and other indefinite-lived intangibles, we first make a qualitative assessment to determine if the goodwill or other indefinite-lived intangible may be impaired. In the case of goodwill, if it is more-likely-than-not that a reporting unit's fair value is less than its carrying value, we then compare the fair value of the reporting unit to its respective carrying amount. A reporting unit is an operating segment or one level below an operating segment (referred to as a "component"). We operate as a single reporting unit for purposes of the goodwill impairment test due to the revenue interdependency of our products. If the carrying value of our operations were to exceed its fair value, we would then compare the implied fair value of our goodwill to its carrying amount, and any excess of the carrying amount over the fair value would be charged to income as an impairment loss. With respect to other indefinite-lived intangible assets, if it is more-likely-than-not that the fair value of an indefinite-lived intangible asset is less than its carrying value, we then estimate its fair value and any excess of the carrying value over the fair value of the indefinite-lived intangible asset is also charged to income as an impairment loss.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts and income tax basis of assets and liabilities and the expected benefits of utilizing net operating loss and tax credit carryforwards, using enacted tax rates in effect for each taxing jurisdiction in which we operate for the year in which those temporary differences are expected to be recovered or settled. We recognize the financial statement effects of a tax position when it is more-likely-than-not, based on technical merits, that the position will be sustained upon examination. Net deferred tax assets are then reduced by a valuation allowance if we believe it more-likely-than-not such net deferred tax assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax liabilities related to investments in foreign entities and foreign corporate joint ventures that are essentially permanent in duration are not recognized until it becomes apparent that such amounts will reverse in the foreseeable future. Interest and penalties related to income tax liabilities are included in income tax expense.

We and most of our subsidiaries are part of a Dutch tax fiscal unity (the Dutch Fiscal Unity) for corporate income tax purposes. For additional information regarding our income taxes, see note 7.

### ***Segments***

We operate in one geographical area, the country of the Netherlands. We operate in one segment, within which we provide video, broadband internet, fixed-line telephony and mobile services to households and businesses.

Our revenue by major category during 2013 is as follows (in millions):

Subscription revenue (a):		
Video	€	614.9
Broadband internet		464.4
Fixed-line telephony		312.1
Total subscription revenue		1,391.4
Other revenue (b)		176.8
Total revenue	€	1,568.2

- (a) Subscription revenue includes amounts received from subscribers for ongoing services, excluding installation and late fees. Subscription revenue from subscribers who purchase bundled services at a discounted rate is generally allocated proportionally to each service based on the standalone price for each individual service.
- (b) Other revenue includes, among other items, business-to-business revenue, revenue from the sale of goods and late fees.

### ***Revenue Recognition***

*Service Revenue – Cable Networks.* We recognize revenue from the provision of video, broadband internet and fixed-line telephony services over our cable network to customers in the period the related services are provided. Installation revenue (including reconnect fees) related to services provided over our cable network is recognized as revenue in the period during which the installation occurs to the extent these fees are equal to or less than direct selling costs, which costs are expensed as incurred. To the extent installation revenue exceeds direct selling costs, the excess revenue is deferred and amortized over the average expected subscriber life.

*Sale of Multiple Products and Services.* We sell video, broadband internet and fixed-line telephony services to our customers in bundled packages at a rate lower than if the customer purchased each product on a standalone basis. Revenue from bundled packages generally is allocated proportionally to the individual services based on the relative standalone price for each respective service.

*Promotional Discounts.* For subscriber promotions, such as discounted or free services during an introductory period, revenue is recognized only to the extent of the discounted monthly fees charged to the subscriber, if any.

*Deferred Revenue.* Payments received in advance or advance billings for the services we provide are deferred and recognized as revenue when the associated services are provided.

*Sale of Equipment.* We recognize revenue from the sale of goods when the significant risks and rewards of ownership of the goods have passed to the buyer, which is generally upon delivery of the goods.

*Sales, Use and Other Value-Added Taxes.* Revenue is recorded net of applicable sales, use and other value-added taxes.

### ***Share-based Compensation***

We recognize all share-based payments to employees, including grants of employee share incentive awards, based on their fair values and our estimates of forfeitures. We recognize the fair value of outstanding share-based payments as a charge to income over the vesting period. We use the straight-line method to recognize share-based compensation expense for our outstanding share awards.

Although we generally expect to use shares that have been issued but reacquired by us to settle outstanding share awards upon vesting, we may also issue new ordinary shares to the extent available.

For additional information regarding our share-based compensation, see note 9.

### ***Litigation Costs***

Legal fees and related litigation costs are expensed as incurred.

### ***Income per Ordinary Share***

Basic income per share is computed by dividing net income by the weighted average number of ordinary shares (excluding restricted shares) outstanding for the period. Diluted income per share presents the dilutive effect, if any, on a per share basis of potential ordinary shares as if they had been exercised, vested or converted at the beginning of the periods presented. We had no potentially dilutive ordinary shares as of and for the year ended December 31, 2013.

**(3) Derivative Instruments**

In general, we seek to enter into derivative instruments to protect against increases in the interest rates on our variable-rate debt. In this regard, we have entered into various derivative instruments to manage interest rate exposure. As of the date of our debt refinancing in October 2010, we do not apply hedge accounting to any new derivative instruments. Accordingly, since October 2010, changes in the fair values of our derivative instruments are recorded in realized and unrealized gains or losses on derivative instruments, net, in our consolidated statement of income. Prior to October 2010, the effective portion of the net fair value adjustments associated with our derivative instruments was reflected in other comprehensive income. This other comprehensive income is being reclassified into income in the same periods as the underlying interest expense on the hedged interest rate payments.

The following table provides details of the fair values of our derivative instrument liabilities as of December 31, 2013:

	<b>Current</b>	<b>Long-term</b>	<b>Total</b>
	<b>in millions</b>		
Liabilities – Interest rate swap derivative contracts (a)	€ (8.3)	€ (21.2)	€ (29.5)

(a) Our current and long-term derivative instrument liabilities are included in other accrued and current liabilities and other long-term liabilities, respectively, in our consolidated balance sheet.

The impact of credit risk on our derivative valuations as of December 31, 2013 is insignificant. For further information concerning our fair value measurements, see note 4.

Our realized and unrealized gains on derivative instruments, net, were €29.1 million during 2013.

The net cash received or paid related to our derivative instruments is classified as an operating or financing activity in our consolidated statement of cash flows based on the classification of the applicable underlying cash flows. For derivative contracts that are terminated prior to maturity, the cash paid or received upon termination that relates to future periods is classified as a financing activity. During 2013, the total net cash inflows associated with our derivative instruments of €29.1 million were classified within cash provided by operating activities.

The terms of our outstanding interest rate swap contracts at December 31, 2013 are as follows:

<b>Final maturity date (a)</b>	<b>Notional amount</b>	<b>Interest rate due from counterparty</b>	<b>Interest rate due to counterparty</b>
	<b>in millions</b>		
March 2014	€ 1,000.0	3 mo. EURIBOR	3.58%
March 2014	€ 750.0	0.19%	3 mo. EURIBOR
March 2014 – March 2017	€ 500.0	3 mo. EURIBOR	1.97%
May 2014 – May 2024	€ 900.0	6 mo. EURIBOR	2.28%

(a) The notional amount of multiple derivative instruments that mature within the same calendar month are shown in the aggregate and interest rates are presented on a weighted average basis. In addition, for derivative instruments that were in effect as of December 31, 2013, we present a single date that represents the applicable final maturity date. For derivative instruments that become effective subsequent to December 31, 2013, we present a range of dates that represents the period covered by the applicable derivative instruments.



**(4) Fair Value Measurements**

We use the fair value method to account for our derivative instruments. The reported fair values of these derivative instruments as of December 31, 2013 likely will not represent the amount that will be paid or received upon the ultimate settlement of these derivative instruments, as we expect the values realized generally will be based on market conditions at the time of settlement, which may occur at the maturity of the derivative instrument or at the time of the repayment or refinancing of the underlying debt instrument.

U.S. GAAP provides for a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. We record transfers of assets or liabilities in or out of Levels 1, 2 or 3 at the beginning of the quarter during which the transfer occurred. During 2013, no such transfers were made.

All of our Level 2 inputs (interest rate futures and swap rates) and certain of our Level 3 inputs (credit spreads) are obtained from pricing services. These inputs, or interpolations or extrapolations thereof, are used in our internal models to calculate, among other items, yield curves and forward interest rates. In the normal course of business, we receive market value assessments from the counterparties to our derivative contracts. Although we compare these assessments to our internal valuations and investigate unexpected differences, we do not otherwise rely on counterparty quotes to determine the fair values of our derivative instruments. The midpoints of applicable bid and ask ranges generally are used as inputs for our internal valuations.

As further described in note 3, we enter into derivative instruments to manage our interest rate risk. The recurring fair value measurements of these derivative instruments are determined using discounted cash flow models. Most of the inputs to these discounted cash flow models consist of, or are derived from, observable Level 2 data for substantially the full term of these derivative instruments. This observable data includes applicable interest rate futures and swap rates, which are retrieved or derived from available market data. Although we may extrapolate or interpolate this data, we do not otherwise alter this data in performing our valuations. We incorporate a credit risk valuation adjustment in our fair value measurements to estimate the impact of both our own nonperformance risk and the nonperformance risk of our counterparties. Our and our counterparties' credit spreads are Level 3 inputs that are used to derive the credit risk valuation adjustments with respect to our various interest rate and foreign currency derivative valuations. As we would not expect changes in our or our counterparties' credit spreads to have a significant impact on the valuations of these derivative instruments, we have determined that these valuations fall under Level 2 of the fair value hierarchy.

Fair value measurements are also used in connection with nonrecurring valuations performed in connection with impairment assessments and acquisition accounting. During 2013, we did not perform any material nonrecurring fair value measurements.

**(5) Long-lived Assets**

***Property and Equipment, Net***

The details of our property and equipment and the related accumulated depreciation as of December 31, 2013 are set forth below:

	<b>Estimated useful life</b>	<b>Amounts</b>
		<b>in millions</b>
Distribution systems	3 to 20 years	€ 5,184.4
Support equipment, buildings and land	3 to 20 years	602.1
		5,786.5
Accumulated depreciation		(4,226.5)
Total property and equipment, net		€ 1,560.0

Depreciation expense related to our property and equipment was €272.1 million during 2013.

**ZIGGO N.V.**  
**Notes to Consolidated Financial Statements – (Continued)**  
**December 31, 2013**

***Goodwill***

Changes in the carrying amount of our goodwill during 2013 are set forth below (in millions):

Balance at January 1, 2013	€	1,782.4
Acquisition		11.4
Balance at December 31, 2013	€	1,793.8

***Intangible Assets Subject to Amortization, Net***

The details of our intangible assets subject to amortization and the related accumulated amortization as of December 31, 2013 are set forth below:

	<u>Estimated useful life</u>	<u>Amounts</u>
		<b>in millions</b>
Customer relationships	4.5 to 14 years	€ 2,406.7
Accumulated amortization		(1,352.0)
Total		€ 1,054.7

Amortization of intangible assets with finite useful lives was €172.6 million during 2013. Based on the amortizable intangible asset balances at December 31, 2013, we expect that amortization expense will be as follows for the next five years and thereafter (in millions):

2014	€	173.0
2015		173.0
2016		173.0
2017		169.2
2018		157.4
Thereafter		209.1
Total	€	1,054.7

***Impairments***

No impairments of our goodwill were required to be recorded in connection with our December 31, 2013 impairment test. If, among other factors, (i) our equity value was to decline significantly or (ii) the adverse impacts of economic, competitive, regulatory or other factors were to cause our income results or cash flows to be worse than anticipated, we could conclude in future periods that impairment charges are required in order to reduce the carrying values of our goodwill and, to a lesser extent, other long-lived assets. Any such impairment charges could be significant.

**ZIGGO N.V.**  
**Notes to Consolidated Financial Statements – (Continued)**  
**December 31, 2013**

**(6) Debt and Capital Lease Obligations**

Our consolidated debt and capital lease obligations as of December 31, 2013 are as follows:

	Weighted average interest rate (a)		Unused borrowing capacity (b)		Estimated fair value (c)		Carrying value (d)
						in millions	
Debt:							
8.0% Senior Notes	8.000%	€	—	€	1,285.3	€	1,203.4
6.125% Senior Secured Notes	6.125%		—		770.5		750.0
3.625% Senior Secured Notes	3.625%		—		752.3		748.6
Facility A Loan	1.984%		—		150.0		150.0
Revolving Credit Facility (e)	1.984%		145.0		255.0		255.0
Total	5.712%	€	145.0	€	3,213.1		3,107.0
Capital lease obligations							0.8
Total debt and capital lease obligations							3,107.8
Current maturities							—
Long-term debt and capital lease obligations						€	3,107.8

- (a) Represents the weighted average interest rate in effect at December 31, 2013 for borrowings outstanding pursuant to each debt instrument. The interest rates presented represent stated rates and do not include the impact of applicable interest rate derivative contracts, deferred financing costs or commitment fees, all of which affect our overall cost of borrowing.
- (b) Unused borrowing capacity represents the maximum availability under the Revolving Credit Facility, as defined and described below, at December 31, 2013 without regard to covenant compliance calculations or other conditions precedent to borrowing. At December 31, 2013, the full amount of the Revolving Credit Facility was available to be drawn.
- (c) The estimated fair values of our debt instruments were determined using the average of applicable bid and ask prices (mostly Level 1 of the fair value hierarchy). For additional information concerning fair value hierarchies, see note 4.
- (d) Amounts for the 8.0% Senior Notes and the 3.625% Senior Secured Notes, each as defined and described below, include the impact of discounts.
- (e) The Revolving Credit Facility has a commitment fee on unused and uncanceled balances of 0.6125% per year.

**8.0% Senior Notes**

In May 2010, Ziggo Bond Company B.V. (Ziggo Bond Company), an indirect, wholly-owned subsidiary of Ziggo, issued €1,208.9 million principal amount of unsecured senior notes (the 8.0% Senior Notes) at an issue price of 99.271%. The 8.0% Senior Notes have a nominal interest rate of 8.0% and are due in 2018. Interest on the 8.0% Senior Notes is payable semi-annually on May 15 and November 15.

The 8.0% Senior Notes are senior unsecured obligations of Ziggo Bond Company and are guaranteed on a senior subordinated basis by all of the subsidiaries of Ziggo Bond Company.

**6.125% Senior Secured Notes**

In October 2010, Ziggo Finance B.V. issued €750.0 million principal amount of 6.125% senior secured notes due in 2017 (the 6.125% Senior Secured Notes). Ziggo Finance used the proceeds from the 6.125% Senior Secured Notes to fund a facility (the Facility E Loan) under the Senior Credit Facility, as defined and described below, with certain of our subsidiaries as the borrowers. The amount outstanding under the Facility E Loan is eliminated in our consolidated financial statements.

Interest on the 6.125% Senior Secured Notes is payable semi-annually on May 15 and November 15.

The 6.125% Senior Secured Notes are general obligations of Ziggo Finance and are secured by a first ranking security interest over all of the capital stock and bank accounts of Ziggo Finance and a first ranking interest over Ziggo Finance's rights as a lender under the Facility E Loan.

### **3.625% Senior Secured Notes**

In March 2013, Ziggo B.V., our indirect wholly-owned subsidiary, issued €750.0 million principal amount of 3.625% senior secured notes (the 3.625% Senior Secured Notes) at an issue price of 99.8% with a nominal interest rate of 3.625%, due in 2020. Interest on the 3.625% Senior Secured Notes is payable annually on March 27.

The 3.625% Senior Secured Notes are senior secured obligations of Ziggo and are guaranteed on a senior secured basis by our subsidiaries, ABC B.V., Torensplits II B.V. and by the issuer's subsidiaries, Ziggo Netwerk B.V. and Ziggo Netwerk II B.V.

The 3.625% Senior Secured Notes are secured by Ziggo's assets including (i) mortgage on all registered properties, related movable assets, the network-related elements and the claims and (ii) pledges on all bank accounts, intellectual property rights, receivables and movable assets.

At any time prior to May 14, 2014 in the case of the 8.0% Senior Notes, November 13, 2013 in the case of the 6.125% Senior Secured Notes or at any time in the case of the 3.625% Senior Secured Notes, all or part of the 8.0% Senior Notes, the 6.125% Senior Secured Notes or the 3.625% Senior Secured Notes may be redeemed at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, plus an applicable redemption premium, as defined in the applicable indenture. At any time on or after May 14, 2014 in the case of the 8.0% Senior Notes and November 13, 2013 in the case of the 6.125% Senior Secured Notes, some or all of the 8.0% Senior Notes or the 6.125% Senior Secured Notes may be redeemed at a redemption premium specified in the applicable indenture. The 8.0% Senior Notes, the 6.125% Senior Secured Notes and the 3.625% Senior Secured Notes each contain certain customary incurrence-based covenants that may restrict the ability of the applicable issuer to incur additional debt, pay dividends and make distributions of certain other restricted payments, among other items.

### **Senior Credit Facility**

During 2013, we entered into a new credit facility that includes (i) a €150.0 million term loan (the Facility A Loan), due in March 2018, which bears interest at EURIBOR plus 1.75%, and (ii) a €400.0 million revolving credit facility (the Revolving Credit Facility and, together with the Facility A Loan, the Senior Credit Facility), due in March 2018, which bears interest at EURIBOR plus 1.75%. At December 31, 2013, €255.0 million was drawn under the Revolving Credit Facility. The proceeds from the Senior Credit Facility, together with the net proceeds from the 3.625% Senior Secured Notes, were used to repay in full outstanding amounts under our previous senior credit agreement. In connection with this transaction, we recognized a loss on debt extinguishment of €42.7 million, primarily associated with the write-off of deferred financing costs.

In addition to voluntary prepayments, the lenders under the Senior Credit Facility may cancel their commitments and require the repayment of any amounts due upon the occurrence of a change in control, as defined in the indenture to the Senior Credit Facility.

The Senior Credit Facility contains certain customary events of default, the occurrence of which, subject to certain exceptions and materiality qualifications, would allow the lenders to (i) cancel the total commitments, (ii) accelerate all outstanding loans and terminate their commitments thereunder and/or (iii) declare that all or part of the loans be payable on demand. The Senior Credit Facility contains certain representations and warranties customary for facilities of this type, which are subject to exceptions, baskets and materiality qualifications.

The Senior Credit Facility is secured by the same security package as the 3.625% Senior Secured Notes.

We are required to comply on a quarterly basis with certain covenants, including interest coverage and net leverage ratios, set by the lenders of the Senior Credit Facility. We were in compliance with these financial covenants as of December 31, 2013.

***Maturities of Debt***

Maturities of our debt as of December 31, 2013 are presented below (in millions):

Year ending December 31:		
2014	€	—
2015		—
2016		—
2017		750.0
2018		1,613.8
Thereafter		750.0
Total debt maturities		3,113.8
Unamortized discount		(6.8)
Total debt	€	3,107.0
Current portion	€	—
Noncurrent portion	€	3,107.0

***Subsequent Events***

For information concerning certain financing transactions completed subsequent to December 31, 2013, see note 11.

**(7) Income Taxes**

We and most of our subsidiaries are part of a Dutch Fiscal Unity headed by us. The standard conditions for a Dutch Fiscal Unity stipulate that all companies included in the fiscal unity are jointly and severally liable for all tax liabilities borne by the parent company until the tax unit ceases to exist. The company's corporate income tax calculations take into account all tax attributes of the Ziggo Dutch Fiscal Unity.

Income tax benefit (expense) consists of the following during 2013 (in millions):

Current income tax expense	€	(2.2)
Deferred income tax benefit		18.7
Total income tax benefit	€	16.5

Income tax benefit attributable to our income before income taxes differs from the amounts computed by using the applicable statutory tax rate in the Netherlands of 25% during 2013 as a result of the following (in millions):

Computed "expected" tax expense	€	(48.2)
Innovation tax facilities (a)		67.0
Basis and other differences in the treatment of items associated with investments in subsidiaries and affiliates		(2.3)
Impact of non-deductible items		(0.1)
Research and development deduction		0.1
Total income tax benefit	€	16.5

- (a) Pursuant to a February 2013 agreement with the Dutch tax authorities, taxes on certain profits attributable to innovation have been reduced to an effective tax rate of 5% instead of the statutory rate of 25%. The agreement reduces the effective tax rate going forward, and includes retrospective application to the three-year period ended December 31, 2012. The amount reflected in the table includes adjustments to our tax liability attributable to the four-year period ended December 31, 2013.

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The current and non-current components of our deferred tax assets and liabilities as of December 31, 2013 are as follows (in millions):

Current deferred tax assets	€	42.2
Non-current deferred tax liabilities		(125.0)
Net deferred tax liability	€	(82.8)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities as of December 31, 2013 are presented below (in millions):

**Deferred tax assets:**

Net operating losses	€	126.0
Property and equipment, net		52.4
Derivative instruments		7.3
Deferred tax assets		185.7
Valuation allowance		(0.8)
Deferred tax assets, net of valuation allowance		184.9

**Deferred tax liabilities:**

Intangible assets		(267.7)
Deferred tax liabilities		(267.7)
Net deferred tax liability	€	(82.8)

We had €500.9 million of tax loss carryforwards and €126.0 million in related tax assets at December 31, 2013, which expire from 2015 through 2019.

We and the Dutch tax authorities have reached agreement on all income tax filings through 2009.

**(8) Shareholders' Equity**

Ziggo is incorporated as a public limited liability company under Dutch law. Our registered capital consists entirely of ordinary shares. The authorized capital is divided into 200 million shares of €1.00 nominal value each.

During 2013, we declared and paid dividends of €370.0 million, or €1.85 per share, of which €295.5 million was paid from additional paid-in capital.

As of December 31, 2013, 1,806 of our ordinary shares were held in treasury with a cost basis of €33 thousand.

**(9) Share-based Compensation**

Our share-based compensation expense is related to performance-based restricted share units (PSUs) that have been granted to our employees under the below-described Long-Term Incentive Plan. In 2013, we recognized share-based compensation expense of €0.5 million associated with our PSUs, all of which was recognized as SG&A expense in our consolidated statement of income. The weighted average grant-date fair value of PSUs granted during 2013 was equal to €14.13 per PSU. Fair value is determined based on our share price on the grant date, adjusted downward for the effects of market conditions, the treatment of dividends during the vesting period and post-vesting restrictions on selling vested shares.

The following table provides certain information related to share-based compensation not yet recognized for share incentive awards as of December 31, 2013:

Total compensation expense not yet recognized (in millions)	€	0.8
Weighted average period remaining for expense recognition (in years)		1.5

### ***Long-Term Incentive Plan***

In 2012, our Supervisory Board authorized a Long-Term Incentive Plan (LTIP) as part of our remuneration policy, under which the members of the Board of Management are eligible to receive PSUs. Each PSU represents the right to receive one ordinary share of Ziggo, subject to meeting certain performance and market conditions and vesting criteria. Performance is measured on an annual basis based on the achievement of certain revenue, EBITDA (operating income plus depreciation and amortization), cash flow and customer satisfaction targets. The market condition is based on the relative performance of our share price as compared to a peer group. At the start of each calendar year, PSUs will be granted to our chief executive officer equal to 155% of his base salary and to the other members of the Board of Management equal to 140% of their base salaries. For 2013, the grant date was February 15. The allocation of shares based on the actual performance versus the targets can vary between 0% and 150%. Accordingly, based on the maximum potential allocation of 150% of the granted PSUs, the maximum number of PSUs awarded ranges between 210% and 232.5% of base salary divided by the grant date fair value of the performance share.

The PSUs vest over a three-year period commencing with the start of the performance period and provided that the member of the Board of Management is still employed by Ziggo. After vesting, the shares are subject to a one-year retention period, during which the shares may not be transferred, assigned to any third party, encumbered or otherwise disposed of, except to the extent necessary to settle any tax obligation resulting from the LTIP. The PSUs are not considered potential dilutive ordinary shares as we are required to repurchase shares in the open market in order to settle any vested PSUs.

See note 11 for the impacts to the LTIP upon the successful completion of the acquisition of our company by Liberty Global plc (Liberty Global).

### ***Share-Based Award Activity***

The following table summarizes the share-based award activity during the year ended December 31, 2013 with respect to our PSUs:

	Number of shares	Weighted average grant-date fair value per share	Weighted average remaining contractual term in years
Outstanding at January 1, 2013	50,442	€ 12.56	2
Performance and market adjustments	3,207	€ 11.82	1
Granted	54,063	€ 15.73	2
Outstanding at December 31, 2013	107,712	€ 14.13	1.5

## **(10) Commitments and Contingencies**

### ***Commitments***

In the normal course of business, we have entered into agreements that commit us to make cash payments in future periods with respect to purchases of customer premises and other equipment, non-cancelable operating leases and programming contracts. Our commitments as of December 31, 2013 are presented below:

	Payments due during:						Total
	2014	2015	2016	2017	2018	Thereafter	
	in millions						
Purchase commitments	€ 76.7	€ —	€ —	€ —	€ —	€ —	€ 76.7
Operating leases	16.0	13.2	10.0	8.6	7.0	10.4	65.2
Programming commitments	31.2	10.9	3.9	—	—	—	46.0
Total (a)	€ 123.9	€ 24.1	€ 13.9	€ 8.6	€ 7.0	€ 10.4	€ 187.9

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(a) The commitments reflected in this table do not reflect any liabilities that are included in our December 31, 2013 consolidated balance sheet.

Purchase commitments include unconditional purchase obligations associated with commitments to purchase customer premises and other equipment that are enforceable and legally binding on us.

Operating leases include leases for buildings, certain office equipment and vehicles and various maintenance and support contracts for the support of network equipment. Lease terms generally range from three to five years with the option of renewal for varying terms. Rental expense under non-cancelable operating lease arrangements amounted to €21.1 million during 2013. It is expected that in the normal course of business, operating leases that expire generally will be renewed or replaced by similar leases.

Programming commitments consist of obligations associated with certain of our programming contracts that are enforceable and legally binding on us in that we have agreed to pay minimum fees without regard to (i) the actual number of subscribers to the programming services or (ii) whether we terminate service to a portion of our subscribers or dispose of a portion of our distribution systems. The amounts reflected in the table with respect to these contracts are significantly less than the amounts we expect to pay in these periods under these contracts. Payments to programming vendors have in the past represented, and are expected to continue to represent in the future, a significant portion of our operating costs. In this regard, our programming and copyright costs aggregated €177.1 million during 2013.

In addition to the commitments set forth in the table above, we have commitments under derivative instruments. Such amounts are not included in the above table because they are not fixed or determinable. For information concerning our derivative instruments, including the net cash paid or received in connection with these instruments during 2013, see note 3.

#### ***Guarantees and Other Credit Enhancements***

In the ordinary course of business, we may provide indemnifications to our lenders, our vendors and certain other parties and performance and/or financial guarantees to local municipalities, our customers and vendors. Historically, these arrangements have not resulted in us making any material payments and we do not believe that they will result in material payments in the future.

#### ***Legal and Regulatory Proceedings and Other Contingencies***

We have contingent liabilities related to matters arising in the ordinary course of business. While we generally expect that the amounts required to satisfy these contingencies will not materially differ from any estimated amounts we have accrued, no assurance can be given that the resolution of one or more of these contingencies will not result in a material impact on our income, cash flows or financial position in any given period. Due, in general, to the complexity of the issues involved and, in certain cases, the lack of a clear basis for predicting outcomes, we cannot provide a meaningful range of potential losses or cash outflows that might result from any unfavorable outcomes.

#### **(11) Subsequent Events**

On January 27, 2014, we reached a conditional agreement (the “Merger Protocol”) on a recommended offer (the Offer) pursuant to which Liberty Global will acquire all of our shares that Liberty Global does not already own in a stock and cash transaction. After careful consideration, our Board of Management and Supervisory Board believe the Offer to be in the best interests of our company and stakeholders, including our shareholders, and have agreed to fully and unanimously support and recommend the Offer for acceptance to our shareholders. This potential change in ownership is still awaiting the acceptance of shareholders and approval by the requisite authorities. Based on the required steps and subject to the necessary approvals, we and Liberty Global anticipate that the Offer will close during the second half of 2014.

In relation to the Offer, we have refinanced our outstanding debt. The following steps have been taken since the announced offer on January 27, 2014:

- The Revolving Credit Facility and the Facility A Loan have been refinanced through a senior debt Facility B1 Loan (the Facility B1 Loan) on February 26, 2014;



**ZIGGO N.V.**  
**Notes to Consolidated Financial Statements – (Continued)**  
**December 31, 2013**

- We have redeemed €678.0 million of the 3.625% Senior Secured Notes through a new senior debt Facility B2 Loan (the Facility B2 Loan) on February 27, 2014. The remainder of the 3.625% Senior Secured Notes are still outstanding;
- The 6.125% Senior Secured Notes have been refinanced through the Facility B1 Loan on March 4, 2014;
- We commenced an offer to exchange up to €934 million aggregate principal amount of the 8.0% Senior Notes. As of the February 24, 2014 closing date of the exchange offer, an aggregate principal amount of €743 million has been validly tendered and accepted. The exchanged principal amount and the outstanding principal amount post exchange have been deposited in an escrow account until successful completion of the Offer. Upon closing of the Offer, new 2024 Notes will be issued by Liberty Global and the remainder of the current outstanding amount for the 8.0% Senior Notes will be called and refinanced through a Facility B3 Loan (the Facility B3 Loan).
- The U.S. dollar exposure and variable interest rate exposure on the Facility Loans, as defined below, have been hedged as of March 6, 2014. The mark-to-market positions for all interest rate hedges, including the forward rate hedges, which were outstanding as of December 31, 2013, have been settled for cash.

The Facility B1 Loan, Facility B2 Loan and Facility B3 Loan (collectively, the Facility Loans) have a duration of 8 years and are composed of a euro and U.S. dollar component. The euro components have an interest rate of EURIBOR plus a margin of 2.75% to 3.00%, depending on our leverage. The U.S. dollar components have an interest rate of LIBOR plus a margin of 2.50% to 2.75%, depending on our leverage. Both the EURIBOR and LIBOR components have a floor of 0.75%.

Also in relation to the Offer, we and Liberty Global have agreed that PSUs granted under the LTIP in 2012 and 2013, as well as any PSU grants in 2014 and 2015, will be cancelled upon successful completion of the Offer, without any compensation being due to the relevant person, provided that:

- 50% of the PSUs granted in 2012 and 2013 will be treated as if they had vested upon successful completion of the Offer in respect of which the members of the Board of Management, and former members of the Board of Management and the other participants, will be entitled to the consideration provided by the Offer as if those persons had tendered those vested shares under the Offer; and
- Liberty Global shall or shall ensure that the relevant subsidiary of the Liberty Global group, shall, subject to the Liberty Global 2014 Incentive Plan, replace 100% of the PSUs granted in 2014.

## EXHIBIT INDEX

### 2 -- Plan of acquisition, reorganization, arrangement, liquidation or succession:

- 2.1 Agreement and Plan of Merger, dated as of February 5, 2013, among Virgin Media Inc. (Virgin Media), Liberty Global, Inc. (LGI), Lynx Europe Limited, Lynx US MergerCo 1 LLC, Lynx US MergerCo 2 LLC, Viper US MergerCo 1 LLC and Viper US MergerCo 2 LLC (incorporated by reference to Exhibit 2.1 to LGI's Current Report on Form 8-K filed February 7, 2013 (File No. 000-51360)).
- 2.2 Amendment No. 1, dated as of March 6, 2013, to the Agreement and Plan of Merger, dated as of February 5, 2013, among Liberty Global, Inc., Virgin Media Inc., Liberty Global Corporation Limited (formerly named Lynx Europe Limited), Lynx US MergerCo 1 LLC, Lynx US MergerCo 2 LLC, Viper US MergerCo 1 LLC and Viper US MergerCo 2 LLC (incorporated by reference to Exhibit 2.1 to LGI's Current Report on Form 8-K filed March 8, 2013 (File No. 000-51360)).

### 3 -- Articles of Incorporation and Bylaws:

- 3.1 Articles of Association of Liberty Global plc, adopted by Special Resolutions passed on May 30, 2013 (incorporated by reference to Exhibit 3.1 to LGI's Current Report on Form 8-K filed June 7, 2013 (File No. 000-51360) (the June 7, 2013 8-K)).

### 4 -- Instruments Defining the Rights of Securities Holders, including Indentures:

- 4.1 Deed of Amendment and Restatement, dated May 10, 2006, among UPC Broadband Holding BV (UPC Broadband Holding) and UPC Financing Partnership (UPC Financing) as Borrowers, the guarantors listed therein, and the Senior Hedging Banks listed therein, with Toronto Dominion (Texas) LLC as Facility Agent, and TD Bank Europe Limited as Existing Security Agent, amending and restating the senior secured credit agreement originally dated January 16, 2004, as amended and restated from time to time among the Borrower, the guarantors as defined therein, the Facility Agent and the Security Agent and the bank and financial institutions acceding thereto from time to time (the UPC Broadband Holding Bank Facility) (incorporated by reference to Exhibit 4.4 to LGI's Annual Report on Form 10-K filed February 22, 2012 (File No. 000-51360 (the 2011 10-K))).
- 4.2 Additional Facility Q Accession Agreement, dated March 25, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility Q Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed March 26, 2009 (File No. 000-51360) (the March 2009 8-K)).
- 4.3 Additional Facility R Accession Agreement, dated March 25, 2009, among UPC Financing Partnership as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility R Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the March 2009 8-K).
- 4.4 Additional Facility Q Accession Agreement dated April 27, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility Q Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K/A filed April 28, 2009 (File No. 000-51360) (the April 2009 8-K/A)).
- 4.5 Additional Facility R Accession Agreement dated April 27, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and the banks and financial institutions listed therein as Additional Facility R Lenders, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.4 to the April 2009 8-K/A).
- 4.6 Additional Facility S Accession Agreement, dated May 6, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Liberty Global Europe BV (LG Europe) as the initial Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 6, 2009 (File No. 000-51360)).
- 4.7 Additional Facility S Accession Agreement, dated May 22, 2009, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and LG Europe as the initial Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K/A filed May 26, 2009 (File No. 000-51360)).
- 4.8 Amendment Letter dated June 9, 2009, among UPC Broadband Holding and UPC Financing as Borrowers, Toronto Dominion (Texas) LLC, as Facility Agent, and the guarantors listed therein to the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 10, 2009 (File No. 000-51360)).
- 4.9 Additional Facility Q Accession Agreement, dated September 8, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Bank of America, N.A. as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.3 to LGI's Current Report on Form 8-K filed September 8, 2009 (File No. 000-51360)).

- 4.10 Additional Facility Q Accession Agreement, dated October 30, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UBS Limited as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 5, 2009 (File No. 000-51360)).
- 4.11 Additional Facility Q Accession Agreement, dated November 18, 2009, among UPC Broadband Holding as Borrower, UPC Financing, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and Goldman Sachs Bank USA as an Additional Facility Q Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 24, 2009 (File No. 000-51360)).
- 4.12 Additional Facility S Accession Agreement, dated January 19, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPC Broadband Operations BV as an Additional Facility S Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed January 21, 2010 (File No. 000-51360) (the January 2010 8-K)).
- 4.13 Additional Facility V Accession Agreement, dated January 20, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPCB Finance Limited as an Additional Facility V Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.4 to the January 2010 8-K).
- 4.14 Additional Facility R Accession Agreement, dated April 20, 2010, among UPC Financing as Borrower, UPC Broadband Holding, Toronto Dominion (Texas) LLC as Facility Agent, TD Bank Europe Limited as Security Agent, and UPC Broadband Operations BV as an Additional Facility R Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed April 21, 2010 (File No. 000-51360)).
- 4.15 Indenture dated January 31, 2011, among UPCB Finance II Limited, The Bank of New York Mellon as trustee, registrar, transfer agent, principal paying agent and security agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 1, 2011 (File No. 000-51360) (the January 2011 8-K)).
- 4.16 Additional Facility Y Accession Agreement, dated January 31, 2011, among UPC Financing as Borrower, UPC Broadband Holding, The Bank of Nova Scotia as Facility Agent and Security Agent and UPCB Finance II Limited as an Additional Facility Y Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the January 2011 8-K).
- 4.17 Indenture dated February 16, 2011, among UPCB Finance III Limited, The Bank of New York Mellon as trustee, registrar, transfer agent, principal paying agent and security agent, and The Bank of New York Mellon, London Branch, as Transparency Directive Agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 17, 2011 (File No. 000-51360) (the February 2011 8-K)).
- 4.18 Additional Facility Z Accession Agreement, dated February 16, 2011, among UPC Financing as Borrower, UPC Broadband Holding, The Bank of Nova Scotia as Facility Agent and Security Agent and UPCB Finance III Limited as an Additional Facility Z Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the February 2011 8-K).
- 4.19 Additional Facility AC Accession Agreement, dated November 16, 2011, among UPC Financing Partnership, as Borrower, UPC Broadband Holding BV, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPCB Finance V Limited, as an Additional Facility AC Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.47 to the 2011 10-K).
- 4.20 Additional Facility AD Accession Agreement, dated February 7, 2012, among UPC Financing Partnership, as Borrower, UPC Broadband Holding BV, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPCB Finance VI Limited, as an Additional Facility AD Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.48 to the 2011 10-K).
- 4.21 Additional Facility AE Accession Agreement, dated February 23, 2012, among UPC Financing Partnership, as Borrower, The Bank of Nova Scotia, as Facility Agent and Security Agent, and UPC Broadband Operations BV, as Additional Facility AE Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 23, 2012 (File No. 000-51360)).
- 4.22 Additional Facility AF Accession Agreement, dated November 21, 2012, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AF Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed November 21, 2012 (File No. 000-51360)).
- 4.23 Additional Facility AH Accession Agreement, dated April 19, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AH Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed April 23, 2013) (File No. 000-51360)).
- 4.24 Additional Facility AG1 Accession Agreement, dated April 29, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 2, 2013 (File No. 000-51360)).

- 4.25 Additional Facility AE1 Accession Agreement, dated May 14, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AE1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 16, 2013 (File No. 000-51360) (the May 16, 2013 8-K)).
- 4.26 Additional Facility AI Accession Agreement, dated May 14, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and each of the Additional Facility AI Lenders listed in Schedule 1 thereto, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.2 to the May 16, 2013 8-K).
- 4.27 Additional Facility AG Accession Agreement, dated March 26, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed March 28, 2013 (File No. 000-51360)).
- 4.28 Additional Facility AH Accession Agreement, dated April 19, 2013, among UPC Financing Partnership, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AH Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed April 23, 2013 (File No. 000-51360)).
- 4.29 Additional Facility AG1 Accession Agreement, dated April 29, 2013, among UPC Financing Partnership as Borrower, The Bank of Nova Scotia as Facility Agent and Security Agent and Liberty Global Services B.V. as Additional Facility AG1 Lender, under the UPC Broadband Holding Bank Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 2, 2013 (File No. 000-51360)).
- 4.30 Amendment and Restatement Letter dated October 15, 2013, among The Bank of Nova Scotia, as Facility Agent, UPC Broadband Holding B.V., UPC Financing Partnership, as Borrowers, and the Guarantors listed therein (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed October 21, 2013 (File No. 001-35961)).
- 4.31 €2,300,000,000 Credit Agreement, originally dated August 1, 2007, and as amended and restated by supplemental agreements dated August 22, 2007, September 11, 2007, October 8, 2007 and June 23, 2009, among Telenet Bidco NV (now known as Telenet NV) as Borrower, Toronto Dominion (Texas) LLC as Facility Agent, the parties listed therein as Original Guarantors, ABN AMRO Bank N.V., BNP Paribas S.A. and J.P. Morgan PLC as Mandated Lead Arrangers, KBC Bank NV as Security Agent, and the financial institutions listed therein as Initial Original Lenders (the Telenet Credit Facility) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 26, 2009 (File No. 000-51360) (the June 2009 8-K)).
- 4.32 Supplemental Agreement dated June 23, 2009, between Telenet Bidco NV (now known as Telenet NV) and Toronto Dominion (Texas) LLC as Facility Agent relating to the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the June 2009 8-K).
- 4.33 Supplemental Agreement to the Telenet Credit Facility, dated October 4, 2010, among, inter alia, Telenet NV as Guarantor, and Security Provider and The Bank of Nova Scotia as Facility Agent (incorporated by reference to Exhibit 4.8 to LGI's Current Report on Form 8-K filed October 8, 2010 (File No. 000-51360)).
- 4.34 Additional Facility M Accession Agreement, dated November 3, 2010, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance Luxembourg S.C.A. as an additional Facility M Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.50 to LGI's Annual Report on Form 10-K filed February 24, 2011 (File No. 000-51360) (the 2010 10-K)).
- 4.35 Additional Facility N Accession Agreement, dated November 26, 2010, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance Luxembourg II S.A. as an additional Facility N Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.51 to the 2010 10-K).
- 4.36 Additional Facility O Accession Agreement, dated February 15, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Finance III Luxembourg S.C.A. as an additional Facility O Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.52 to the 2010 10-K).
- 4.37 Telenet Additional Facility P Accession Agreement, dated June 15, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility Q Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Quarterly Report on Form 10-Q filed August 2, 2011 (File No. 000-51360)).
- 4.38 Telenet Additional Facility Q Accession Agreement, dated July 20, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility Q Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed July 22, 2011 (File No. 000-51360) (the July 2011 8-K)).

- 4.39 Telenet Additional Facility R Accession Agreement, dated July 20, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and Telenet Luxembourg Finance Center S.à.r.l. as an additional Facility R Lender, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the July 2011 8-K).
- 4.40 Telenet Additional Facility S Accession Agreement, dated July 29, 2011, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility S Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed July 29, 2011) (File No. 000-51360)).
- 4.41 Telenet Additional Facility T Accession Agreement, dated February 17, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility T Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed February 17, 2012) (File No. 000-51360)).
- 4.42 Telenet Additional Facility Q2 Accession Agreement, dated February 29, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility Q2 Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed March 2, 2012 (File No. 000-51360) (the March 2012 8-K)).
- 4.43 Telenet Additional Facility R2 Accession Agreement, dated February 29, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility R2 Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.1 to the March 2012 8-K).
- 4.44 Telenet Additional Facility U Accession Agreement, dated August 16, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility U Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to LGI's Quarterly Report on Form 10-Q filed November 5, 2012 (File No. 000-51360) (the November 5, 2012 10-Q)).
- 4.45 Telenet Additional Facility V Accession Agreement, dated August 16, 2012, among, inter alia, Telenet International as Borrower, Telenet NV and Telenet International as Guarantors, The Bank of Nova Scotia as Facility Agent, KBC Bank NV as Security Agent and the financial institutions listed therein as additional Facility V Lenders, under the Telenet Credit Facility (incorporated by reference to Exhibit 4.2 to the November 5, 2012 10-Q).
- 4.46 Registration Rights Agreement dated November 18, 2009, between the Registrant, SPO Partners II, L.P. and San Francisco Partners, L.P. (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K/A filed November 19, 2009 (File No. 000-51360)).
- 4.47 Senior Secured Indenture dated May 4, 2012, between Unitymedia Hessen GmbH & Co. KG (Unitymedia Hessen), Unitymedia NRW GmbH (Unitymedia NRW), The Bank of New York Mellon, London Branch and Credit Suisse, London Branch (relating to the UM Senior Secured Exchange Notes) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed May 8, 2012 (File No. 000-51360) (the May 2012 8-K)).
- 4.48 Senior Indenture dated May 4, 2012, between Unitymedia GmbH, The Bank of New York Mellon, London Branch and Credit Suisse, London Branch (relating to the UM Senior Exchange Notes) (incorporated by reference to Exhibit 4.2 to the May 2012 8-K).
- 4.49 Indenture dated December 14, 2012 between, among others, Unitymedia Hessen GmbH & Co. KG and Unitymedia NRW GmbH, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent, The Bank of New York Mellon (Luxembourg) S.A. as registrar, The Bank of New York Mellon, as paying agent in New York and Credit Suisse AG, London Branch, as security trustee (relating to the December 2012 UM Senior Secured Notes) (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed December 20, 2012 (File No. 000-51360)).
- 4.50 Indenture for 6.50% Convertible Senior Notes due 2016, dated as of April 16, 2008, between Virgin Media Inc. and The Bank of New York, as trustee (including form of 6.50% Convertible Senior Note due 2016) (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Virgin Media Inc. filed on April 16, 2008 (File No. 000-50886) (the Virgin Media April 2008 8-K)).
- 4.51 Registration Rights Agreement for 6.50% Convertible Senior Notes due 2016, dated as of April 16, 2008, between Virgin Media Inc. and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc. (incorporated by reference to Exhibit 4.2 to the Virgin Media April 2008 8-K).
- 4.52 Supplemental Indenture, dated as of June 7, 2013, among Liberty Global plc, Viper US MergerCo 1 Corp. (now known as Virgin Media Inc.) and The Bank of New York Mellon, as Trustee, to the Indenture dated as of April 16, 2008 for 6.50% Convertible Senior Notes due 2016 (incorporated by reference to Exhibit 4.2 to LGI's Current Report on Form 8-K filed June 12, 2013 (File No. 001-35961) (the June 12, 2013 8-K)).



- 4.53 Indenture, dated as of January 19, 2010, among Virgin Media Secured Finance PLC, the guarantors party thereto, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon (Luxembourg) S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on January 20, 2010 (File No. 000-50886)).
- 4.54 First Supplemental Indenture, dated as of April 19, 2010, among Virgin Media SFA Finance Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.6 to Virgin Media's Registration Statement on Form S-4 filed on June 15, 2010 (File No. 333-167532) (the Virgin Media June 2010 S-4)).
- 4.55 Second Supplemental Indenture, dated as of May 17, 2010, among General Cable Investments Limited, NTL Funding Limited, Telewest Communications Holdco Limited, VM Sundial Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.7 to the Virgin Media June 2010 S-4).
- 4.56 Third Supplemental Indenture, dated as of June 10, 2010, among Telewest Communications (Cumbernauld) Limited, Telewest Communications (Dumbarton) Limited, Telewest Communications (Falkirk) Limited, Telewest Communications (Glenrothes) Limited, Barnsley Cable Communications Limited, Doncaster Cable Communications Limited, Halifax Cable Communications Limited, Wakefield Cable Communications Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.8 to the Virgin Media June 2010 S-4).
- 4.57 Fourth Supplemental Indenture, dated as of February 18, 2011, between, among others, VMWH Limited, Virgin Media Secured Finance PLC and The Bank of New York Mellon as trustee (incorporated by reference to Exhibit 4.23 to Virgin Media's Annual Report on Form 10-K filed on February 22, 2011 (File No. 000-50886)).
- 4.58 Fifth Supplemental Indenture, dated as of February 13, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc., Virgin Media Finance PLC, Virgin Media Investment Holdings Limited, the Subsidiary Guarantors named therein, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon Luxembourg S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on February 15, 2013 (File No. 000-50886)).
- 4.59 Indenture, dated as of March 3, 2011, among Virgin Media Secured Finance PLC, the guarantors party thereto, The Bank of New York Mellon as trustee and paying agent and The Bank of New York Mellon (Luxembourg) S.A. as Luxembourg paying agent (incorporated by reference to Exhibit 4.1 to Virgin Media's Current Report on Form 8-K filed on March 3, 2011 (File No. 000-50886)).
- 4.60 Indenture dated February 22, 2013, between, among others, Lynx I Corp., as issuer, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent and The Bank of New York Mellon, as paying agents and Newco security trustee (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K/A filed February 27, 2013 (File No. 000-51360)).
- 4.61 Indenture, dated as of February 22, 2013, among Lynx II Corp., as issuer, The Bank of New York Mellon, London Branch, as trustee, transfer agent and principal paying agent and The Bank of New York Mellon, as paying agents and Newco security trustee (incorporated by reference to Exhibit 4.2 to the Liberty Global February 2013 8-K/A).
- 4.62 Sixth Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc. and The Bank of New York Mellon as trustee, to the Indenture dated as of January 19, 2010 for Virgin Media 6.50% Senior Secured Notes and 7.00% Senior Secured Notes each due 2018 (incorporated by reference to Exhibit 4.10 to the June 12, 2013 8-K).
- 4.63 First Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC, Virgin Media Inc. and The Bank of New York Mellon as trustee, to the Indenture dated as of March 3, 2011 for Virgin Media 5.25% Senior Secured Notes and 5.50% Senior Secured Notes each due 2021 (incorporated by reference to Exhibit 4.12 to the June 12, 2013 8-K).
- 4.64 Accession Agreement, dated as of June 7, 2013, among Virgin Media Secured Finance PLC, as acceding issuer, Lynx I Corp. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.13 to the June 12, 2013 8-K).
- 4.65 First Supplemental Indenture, dated as of June 7, 2013, between, among others, Virgin Media Secured Finance PLC and The Bank of New York Mellon, as trustee, to the Indenture dated as of February 22, 2013 for Lynx I Corp. 5% Senior Secured Notes and 6.00% Senior Secured Notes each due 2021 (incorporated by reference to Exhibit 4.15 to the June 12, 2013 8-K).
- 4.66 Accession Agreement, dated as of June 7, 2013, among Lynx II Corp., Virgin Media Finance PLC and The Bank of New York Mellon, as trustee and paying agent (incorporated by reference to Exhibit 4.16 to the June 12, 2013 8-K).
- 4.67 First Supplemental Indenture, dated June 7, 2013, between, among others, Virgin Media Finance PLC, Virgin Media Inc. and The Bank of New York Mellon, as trustee and paying agent, to the Indenture dated as of February 22, 2013 Lynx II Corp. 6% Senior Notes and 7.00% Senior Notes each due 2023 (incorporated by reference to Exhibit 4.19 to the June 12, 2013 8-K).

- 4.68 Senior Facilities Agreement, dated as of June 7, 2013, among, among others, Virgin Media Finance PLC, certain other subsidiaries of Virgin Media Inc. and the lenders thereto (incorporated by reference to Exhibit 4.19 to the June 12, 2013 8-K).
- 4.69 Amendment, dated June 14, 2013, to the Senior Facilities Agreement, between, among others, Virgin Media Investment Holdings Limited, certain other subsidiaries of Virgin Media Inc. and the lenders thereto (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed June 21, 2013 (File No. 001-35961)).
- 4.70 Indenture dated January 24, 2014, between VTR Finance B.V., the Bank of New York Mellon, London Branch, as trustee and security agent, and the Bank of New York Mellon as paying agent, registrar and transfer agent (incorporated by reference to Exhibit 4.1 to LGI's Current Report on Form 8-K filed January 24, 2014 (File No. 001-35961)).
- 4.71 Acquisition Facilities Agreement dated January 27, 2014, as amended and restated by a Supplemental Agreement dated February 10, 2014 (the Holdco VII Facilities Agreement), by and among LGE Holdco VII B.V. as Original Borrower and Original Guarantor, Bank of America Merrill Lynch International Limited and Credit Suisse AG, London Branch, as Global Coordinators, certain banks and financial institutions as Bookrunners, certain banks and financial institutions, as Mandated Lead Arrangers, The Bank of Nova Scotia as Facility Agent, ING Bank N.V. as Security Agent and the banks and financial institutions listed therein as lenders.\*
- 4.72 High Yield Bridge Facilities Agreement dated January 27, 2014, by and among Holdco VI B.V. as Original Borrower, Bank of America Merrill Lynch International Limited and Credit Suisse AG, London Branch, as Global Coordinators, certain banks and financial institutions as Bookrunners, certain banks and financial institutions as Mandated Lead Arrangers, Bank of America Merrill Lynch International Limited as Facility Agent and as Security Agent and the lenders listed therein.\*
- 4.73 The Registrant undertakes to furnish to the Securities and Exchange Commission, upon request, a copy of all instruments with respect to long-term debt not filed herewith.

#### 10 -- Material Contracts:

- 10.1 Deed of Assumption of Liberty Global plc, dated June 7, 2013 (incorporated by reference to Exhibit 10.1 to the June 7, 2013 8-K).
- 10.2 Liberty Global, Inc. 2005 Incentive Plan (as amended and restated effective June 7, 2013) (the Incentive Plan) (incorporated by reference to Exhibit 10.2 to the June 7, 2013 8-K).
- 10.3 Liberty Global, Inc. 2005 Nonemployee Director Incentive Plan (as amended and restated effective June 7, 2013) (the Director Plan) (incorporated by reference to Exhibit 10.3 to the June 7, 2013 8-K).
- 10.4 Virgin Media Inc. 2010 Stock Incentive Plan (as amended and restated effective June 7, 2013) (incorporated by reference to Exhibit 10.4 to the June 7, 2013 8-K).
- 10.5 Form of Non-Qualified Stock Option Agreement under the Director Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed August 1, 2013 (File No. 001-35961) (the August 1, 2013 10-Q)).
- 10.6 Liberty Global plc Compensation Policy for Nonemployee Directors effective June 7, 2013 (a successor to the Liberty Global, Inc. Compensation Policy for Nonemployee Directors) (incorporated by reference to Exhibit 10.6 to the August 1, 2013 10-Q).
- 10.7 Form of Deed of Indemnity between Liberty Global and its Directors and Executive Officers (incorporated by reference to Exhibit 10.10 to the June 7, 2013 8-K).
- 10.8 Form of the Non-Qualified Stock Option Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.2 of the 2010 10-K).
- 10.9 Form of Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.3 to LGI's Quarterly Report on Form 10-Q filed May 7, 2008 (File No. 000-51360) (the May 7, 2008 10-Q)).
- 10.10 Form of Restricted Shares Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.4 of the 2010 10-K).
- 10.11 Form of Restricted Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.1 to the May 7, 2008 10-Q).
- 10.12 Notice to Holders of Liberty Global, Inc. Stock Options Awarded by Liberty Media International, Inc. of Additional Method of Payment of Option Price dated March 6, 2008 (incorporated by reference to Exhibit 10.4 to the May 7, 2008 10-Q).
- 10.13 Form of Restricted Shares Agreement under the Director Plan (incorporated by reference to Exhibit 10.8 to the 2011 10-K).
- 10.14 Form of Restricted Share Units Agreement under the Director Plan (incorporated by reference to Exhibit 10.2 to LGI's Quarterly Report on Form 10-Q filed August 4, 2009 (File No. 000-51360)).
- 10.15 Liberty Global Challenge Performance Award Program for executive officers under the Incentive Plan (description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of the Registrant's Current Report on Form 8-K filed June 28, 2013 (File No. 000-51360)).

- 10.16 Form of Performance Stock Appreciation Rights Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.5 to the August 1, 2013 10-Q).
- 10.17 Liberty Global, Inc. 2013 Annual Cash Performance Award Program for executive officers under the Incentive Plan (description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed April 4, 2013 (File No. 000-51360) (the April 4, 2013 8-K)).
- 10.18 Liberty Global, Inc. 2013 Performance Incentive Plan for executive officers under the Incentive Plan, as amended on December 31, 2012 (a description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of the April 4, 2013 8-K).
- 10.19 Liberty Global, Inc. 2012 Annual Cash Performance Award Program for executive officers under the Incentive Plan (description of said program is incorporated by reference to the description thereof included in Item 5.02(e) of the Registrant's Current Report on Form 8-K filed March 2, 2012 (File No. 000-51360), and a description of the amendment to said program is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed January 4, 2013 (File No. 000-51630)).
- 10.20 Liberty Global, Inc. 2012 Performance Incentive Plan for executive officers under the Incentive Plan (a description of said plan is incorporated by reference to the description thereof included in Item 5.02(e) of LGI's Current Report on Form 8-K filed March 16, 2012 (File No. 000-51360)).
- 10.21 Form of Performance Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed May 4, 2011 (file No. 000-51360) (the May 4, 2011 10-Q)).
- 10.22 Form of Share Grant and Restricted Shares Award in Settlement of Performance Share Units Agreement under the Incentive Plan (incorporated by reference to Exhibit 10.18 to LGI's Annual Report on Form 10-K/A filed February 13, 2013 (File No. 000-51360) (the 2012 10-K)).
- 10.23 Deferred Compensation Plan (adopted effective December 15, 2008; Amended and Restated as of January 1, 2013) (incorporated by reference to Exhibit 10.19 to the 2012 10-K).
- 10.24 Form of Deferral Election Form under the Deferred Compensation Plan (incorporated by reference to Exhibit 10.20 to the 2012 10-K).
- 10.25 Nonemployee Director Deferred Compensation Plan (As Amended and Restated Effective December 14, 2013).\*
- 10.26 Form of Deferral Election Form under the Nonemployee Director Deferred Compensation Plan.\*
- 10.27 UnitedGlobalCom, Inc. Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.23 to the 2012 10-K).
- 10.28 Form of Amendment to Stock Appreciation Rights Agreement under the UnitedGlobalCom, Inc. 2003 Equity Incentive Plan (amended and restated effective October 17, 2003) (incorporated by reference to Exhibit 10.29 to the 2010 10-K).
- 10.29 Stock Option Plan for Non-Employee Directors of UGC, effective March 20, 1998, amended and restated as of January 22, 2004 (incorporated by reference to Exhibit 10.28 to LGI's Annual Report on Form 10-K filed February 24, 2010 (File No. 000-51360) (the 2009 10-K)).
- 10.30 Personal Usage of Aircraft Policy, amended and restated (incorporated by reference to Exhibit 10.7 to the May 4, 2011 10-Q).
- 10.31 Form of Aircraft Time Sharing Agreement (900EX) (incorporated by reference to Exhibit 10.30 to the 2012 10-K).
- 10.32 Form of Aircraft Time Sharing Agreement (7X) (incorporated by reference to Exhibit 10.31 to the 2012 10-K).
- 10.33 Executive Service Agreement, dated December 15, 2004, between UPC Services Limited and Charles Bracken (incorporated by reference to Exhibit 10.36 to the 2009 10-K).
- 10.34 Executive Services Agreement effective January 1, 2011, between Liberty Global Europe BV and Diederik Karsten (incorporated by reference to Exhibit 10.45 to the 2010 10-K).
- 10.35 Trade Mark Licence, dated as of April 3, 2006, between Virgin Enterprises Limited and NTL Group Limited (incorporated by reference to Exhibit 10.2 to Virgin Media's Quarterly Report on Form 10-Q filed on August 9, 2006 (File No. 000-50886)).
- 10.36 Amendment Letter No. 1, effective February 8, 2007, to the Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated April 3, 2006 (incorporated by reference to Exhibit 10.5 to Virgin Media's Quarterly Report on Form 10-Q filed on August 8, 2007 (File No. 000-50886) (the Virgin Media November 2007 10-Q)).
- 10.37 Amendment Letter No. 2, dated as of October 1, 2007, to the Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated April 3, 2006 (incorporated by reference to Exhibit 10.6 to the Virgin Media November 2007 10-Q).
- 10.38 Trade Mark Licence between Virgin Enterprises Limited and Virgin Media Limited dated December 16, 2009 (incorporated by reference to Exhibit 10.83 to Virgin Media's Annual Report on Form 10-K filed on February 26, 2010 (File No. 000-50886)).
- 10.39 Merger Protocol dated January 27, 2014, among LGE Holdco VII B.V., Ziggo N.V. and the Registrant (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed January 31, 2014 (File No. 001-35961)).



21 --	List of Subsidiaries*
23 --	Consent of Experts and Counsel:
23.1	Consent of KPMG LLP*
23.2	Consent of Ernst & Young Accountants LLP**
31 --	Rule 13a-14(a)/15d-14(a) Certification:
31.1	Certification of President and Chief Executive Officer*
31.2	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)*
31.3	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)*
31.4	Certification of President and Chief Executive Officer**
31.5	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)**
31.6	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)**
31.7	Certification of President and Chief Executive Officer***
31.8	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Financial Officer)***
31.9	Certification of Senior Vice President and Co-Chief Financial Officer (Principal Accounting Officer)***
32.1 --	Section 1350 Certification†
32.2 --	Section 1350 Certification††
32.3 --	Section 1350 Certification†††
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

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\* Filed with the Registrant's Form 10-K dated February 13, 2014

\*\* Filed with the Registrant's Form 10-K/A dated April 3, 2014

\*\*\* Filed herewith

† Furnished with the Registrant's Form 10-K dated February 13, 2014

†† Furnished with the Registrant's Form 10-K/A dated April 3, 2014

††† Furnished herewith

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors

Liberty Global plc:

We consent to the incorporation by reference in the registration statements (Nos. 333-189390 and 333-194555) on Form S-3 of Liberty Global plc of our report dated June 4, 2014, with respect to the consolidated financial statements of Ziggo N.V., Utrecht, the Netherlands, and subsidiaries as of and for the year ended December 31, 2013, which report appears in the December 31, 2013 annual report on Form 10-K/A of Liberty Global plc.

AMSTERDAM, June 4, 2014

ERNST & YOUNG ACCOUNTANTS LLP

## CERTIFICATION

I, Michael T. Fries, certify that:

1. I have reviewed this Amendment No. 2 on Form 10-K/A of Liberty Global plc;
2. Based on my knowledge, the Annual Report on Form 10-K/A for the year ended December 31, 2013 (the "Form 10-K/A") does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Form 10-K/A; and
3. Based on my knowledge, the financial statements, and other financial information included in the Form 10-K/A, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the Form 10-K/A.

Date: June 4, 2014

/s/ Michael T. Fries

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Michael T. Fries  
President and Chief Executive Officer

## CERTIFICATION

I, Charles H.R. Bracken, certify that:

1. I have reviewed this Amendment No. 2 on Form 10-K/A of Liberty Global plc;
2. Based on my knowledge, the Annual Report on Form 10-K/A for the year ended December 31, 2013 (the "Form 10-K/A") does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Form 10-K/A; and
3. Based on my knowledge, the financial statements, and other financial information included in the Form 10-K/A, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the Form 10-K/A.

Date: June 4, 2014

/s/ Charles H.R. Bracken

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Charles H.R. Bracken

Executive Vice President and Co-Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION**

I, Bernard G. Dvorak, certify that:

1. I have reviewed this Amendment No. 2 on Form 10-K/A of Liberty Global plc;
2. Based on my knowledge, the Annual Report on Form 10-K/A for the year ended December 31, 2013 (the "Form 10-K/A") does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Form 10-K/A; and
3. Based on my knowledge, the financial statements, and other financial information included in the Form 10-K/A, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the Form 10-K/A.

Date: June 4, 2014

/s/ Bernard G. Dvorak

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Bernard G. Dvorak

Executive Vice President and Co-Chief Financial Officer  
(Principal Accounting Officer)

**Certification**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**  
**(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Liberty Global plc (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K/A for the year ended December 31, 2013 (the "Form 10-K/A") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company as of December 31, 2013 and December 31, 2012, and for the years ended December 31, 2013, 2012 and 2011.

Dated: June 4, 2014

/s/ Michael T. Fries

Michael T. Fries

President and Chief Executive Officer

Dated: June 4, 2014

/s/ Charles H.R. Bracken

Charles H.R. Bracken

Executive Vice President and Co-Chief Financial Officer

(Principal Financial Officer)

Dated: June 4, 2014

/s/ Bernard G. Dvorak

Bernard G. Dvorak

Executive Vice President and Co-Chief Financial Officer

(Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-K/A or as a separate disclosure document.