HUNGARIAN TELEPHONE & CABLE CORP
Form DEFM14A
February 03, 2009

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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

**Hungarian Telephone and Cable Corp.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

¨ No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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¨ Fee paid previously with preliminary materials.

x Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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3) Filing Party: Invitel Holdings A/S

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4) Date Filed: November 28, 2008

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**Hungarian Telephone and Cable Corp.**

**1201 Third Avenue**

**Suite 3400**

**Seattle, WA 98101-3034**

February 2, 2009

Dear Stockholder:

You are cordially invited to join us at a Special Meeting of Stockholders of Hungarian Telephone and Cable Corp. to be held at 10 a.m. (New York City time) on February 24, 2009. The meeting will be held at the offices of Simpson Thacher & Bartlett LLP located at 425 Lexington Avenue, New York, NY10017-3954, U.S.A.

We are pleased to present for your approval a proposal for reorganizing your company and effectively changing its place of incorporation from Delaware to Denmark.

When the reorganization is completed, the shares you own of Hungarian Telephone and Cable Corp. ( HTCC Delaware ) will automatically be converted into the right to receive American depositary shares ( Invitel Denmark ADSs ) of Invitel Holdings A/S ( Invitel Denmark ), evidenced by American depositary receipts ( Invitel Denmark ADRs ), representing ordinary shares of Invitel Denmark, provided that you may elect to receive ordinary shares instead of Invitel Denmark ADSs. Invitel Denmark is a Danish corporation that we recently formed for purposes of effecting the reorganization and is a wholly owned subsidiary of HTCC Delaware. Each Invitel Denmark ADS will represent one ordinary share of Invitel Denmark. The number of Invitel Denmark ordinary shares you will own, either directly or through Invitel Denmark ADSs, will be the same as the number of HTCC Delaware shares you own immediately prior to the completion of the reorganization, and your relative economic ownership in the company will remain unchanged. After completion of the reorganization, Invitel Denmark and its subsidiaries will continue to conduct the business conducted by HTCC Delaware and its subsidiaries.

The reorganization will be accomplished through the following steps:

- the transfer of HTCC Delaware s assets to, and assumption of HTCC Delaware s liabilities by, Invitel Denmark in exchange for newly issued ordinary shares of Invitel Denmark,

- the merger of HTCC Delaware with and into a newly formed Delaware limited liability company, Invitel Sub LLC ( MergeCo ), which will be the surviving company in the merger and a wholly owned subsidiary of Invitel Denmark, and

- after completion of the merger, the transfer by MergeCo of its then remaining assets to and the assumption of its then remaining liabilities by its parent, Invitel Denmark, and the dissolution of MergeCo.

As a result of these transactions, it is intended that Invitel Denmark will be the successor to, and be substituted for, HTCC Delaware, as the holding company for the group of companies that currently are subsidiaries of HTCC Delaware.

The accompanying proxy statement/prospectus contains detailed information about the merger and the Special Meeting. This document is also a prospectus for the Invitel Denmark ordinary shares underlying the Invitel Denmark ADSs that will be delivered in connection with the merger. **HTCC Delaware s stockholders are encouraged to read this proxy statement/prospectus carefully before voting, including the section entitled Risk Factors beginning on page 19.**

The board of directors of HTCC Delaware has unanimously approved the agreement and plan of merger providing for the merger and related steps, and recommends that you vote FOR adoption of the agreement and plan of merger.

The merger requires the affirmative vote of a majority of our outstanding common stock, including the common stock owned by TDC A/S, a Danish corporation ( TDC ). On February 2, 2009, TDC owned 10,499,782 shares of our common stock, representing approximately 63.9% of our outstanding common stock on that date. TDC has informed us that it intends to vote its shares of our outstanding common stock in favor of the adoption of the agreement and plan of merger. TDC owns sufficient shares of our common stock to approve the adoption of the agreement and plan of merger and, therefore, no action by any other stockholder of HTCC Delaware is required for the merger and reorganization to be completed.

HTCC Delaware s common stock is currently traded on the NYSE Alternext stock exchange (formerly known as The American Stock Exchange) under the symbol HTC . We intend to apply to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange under the symbol IHO , effective upon the merger.

Holders of HTCC Delaware common stock will not be entitled to dissenters or appraisal rights under the Delaware General Corporation Law in connection with the merger.

Please vote your proxy by completing, signing and dating the enclosed proxy card and returning it promptly, whether or not you expect to attend the Special Meeting. You may revoke your proxy and vote in person if you decide to attend the meeting.

We urge you to join us in supporting this important opportunity.

Sincerely,

Henrik Scheinemann

Chairman

**These securities have not been approved or disapproved by the Securities and Exchange Commission, any State Securities Commission or the Securities Regulatory Authority of any other jurisdiction nor has the Securities and Exchange Commission, any State Securities Commission or any Securities Regulatory Authority of any other jurisdiction passed upon the accuracy or adequacy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated February 2, 2009 and is expected first to be mailed to stockholders on or about February 3, 2009.

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**Hungarian Telephone and Cable Corp.**

**1201 Third Avenue**

**Suite 3400**

**Seattle, WA 98101-3034**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On February 24, 2009**

To the Stockholders of Hungarian Telephone and Cable Corp.:

Notice is hereby given that a Special Meeting of the Stockholders of Hungarian Telephone and Cable Corp., a Delaware corporation ( HTCC Delaware or the company ), will be held at 10 a.m. (New York City time) on February 24, 2009 at the offices of Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY10017-3954, U.S.A. for the following purposes:

1. To adopt the agreement and plan of merger, a conformed copy of which is attached to and described in the accompanying proxy statement/prospectus as Annex A, among HTCC Delaware, Invitel Sub LLC, a Delaware limited liability company ( MergeCo ), and Invitel Holdings A/S, a Danish corporation ( Invitel Denmark ), whereby the company will effectively change its place of incorporation from Delaware to Denmark by merging HTCC Delaware with and into MergeCo, which will be the surviving entity and become a wholly owned, direct subsidiary of Invitel Denmark, and pursuant to which each share of HTCC Delaware will automatically be converted into the right to receive one American depositary share of Invitel Denmark representing one ordinary share of Invitel Denmark, provided that you may elect to receive ordinary shares instead of Invitel Denmark ADSs; and

2. To transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

The board of directors of HTCC Delaware has fixed the close of business on February 2, 2009 as the record date for determination of stockholders entitled to notice of, and to vote at, the Special Meeting and any adjournments or postponements thereof.

**To ensure that your shares of common stock are represented at the meeting, you should vote your proxy by completing, signing and dating the enclosed proxy card and returning it promptly in the enclosed envelope, whether or not you expect to attend the Special Meeting. You may revoke your proxy and vote in person if you decide to attend the meeting.**

By Order of the Board of Directors,

Peter T. Noone

General Counsel and Secretary

Seattle, Washington, February 2, 2009.

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*In this proxy statement/prospectus, we refer to Hungarian Telephone and Cable Corp. as HTCC Delaware, and to Invitel Holdings A/S as Invitel Denmark. We refer to HTCC Delaware, Invitel Denmark and our operating subsidiaries, collectively, as HTCC or the HTCC group. Except where indicated otherwise, we refer to HTCC Delaware and Invitel Denmark, which will be HTCC Delaware s successor following the reorganization, together, as the company, we, us or our. Invitel Denmark ordinary shares and Invitel Denmark ADSs are also referred to collectively as Invitel Denmark securities. American depositary receipts evidencing Invitel Denmark ADSs are referred to herein as Invitel Denmark ADRs.*

Unless otherwise noted, all monetary amounts are stated in United States dollars.

No dealer, salesperson or other person has been authorized to give any information or to make any representations other than those contained in this proxy statement/prospectus in connection with the transactions described in this proxy statement/prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by us.

Neither the delivery of this proxy statement/prospectus nor any sale made hereunder shall under any circumstances create an implication that there has been no change in our affairs since the date hereof. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities other than those specifically offered hereby or of any securities offered hereby in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. The information contained in this proxy statement/prospectus speaks only as of the date of this proxy statement/prospectus unless the information specifically indicates that another date applies.

This proxy statement/prospectus has been prepared based on information provided by us and by other sources that we believe are reliable. This proxy statement/prospectus summarizes certain documents and other information in a manner we believe to be accurate, but we refer you to the actual documents, if any, for a more complete understanding of what we discuss in this proxy statement/prospectus. In deciding how to vote, you must rely on your own examination of our company and the terms of the reorganization and Invitel Denmark securities, including the merits and risks involved and other matters discussed in this document.

We are not making any representation to you regarding the legality of an investment in the Invitel Denmark securities by you under any legal investment or similar laws or regulations. You should not consider any information in this proxy statement/prospectus to be legal, business, tax or other advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the Invitel Denmark securities.

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## ADDITIONAL INFORMATION

HTCC Delaware files annual, quarterly and other reports and other information with the Securities and Exchange Commission, or SEC. For a listing of the documents available from the SEC, please see the section entitled Where You Can Find More Information beginning on page 179.

HTCC Delaware will provide you with copies of the information relating to HTCC Delaware or Invitel Denmark, without charge, upon written or oral request to Mr. Peter T. Noone, HTCC Delaware General Counsel and Secretary, at 1201 Third Avenue, Suite 3400, Seattle, Washington 98101-3034 or at +1 (206) 654-0204. In order to receive timely delivery of the documents in advance of the HTCC Delaware special meeting, we should receive your request no later than February 16, 2009.

## ENFORCEABILITY OF CIVIL LIABILITIES

Invitel Denmark is incorporated under the laws of Denmark and none of its directors or registered managers is a resident of the United States. Furthermore, substantially all of Invitel Denmark s assets and almost all of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon Invitel Denmark or those persons, or to enforce against them judgments of U.S. courts predicated upon the civil liability provisions of U.S. federal or state securities laws.

If a judgment is obtained in a U.S. court against Invitel Denmark or any such persons, investors will need to enforce such judgment in jurisdictions where Invitel Denmark or such person has assets. Under applicable Danish law, a judgment by a state or federal court of the United States in respect of the reorganization or exchange of HTCC Delaware shares for Invitel Denmark ADSs or Invitel Denmark ordinary shares will neither be recognized nor enforced by the courts of Denmark without a review of the merits underlying the judgment. You should consult with your own advisers in any pertinent jurisdictions as needed to enforce a judgment in those countries or elsewhere outside the United States.

## MARKET AND INDUSTRY DATA

Market data used in this proxy statement/prospectus was obtained from internal company estimates, government sources and various trade associations which monitor the industries in which we compete. We have not independently verified this market data. Similarly, internal company estimates, while believed by us to be reliable, have not been verified by any independent sources, and neither we nor any other person makes any representation as to the accuracy of the information. While we are not aware of any misstatements regarding any industry or similar data presented herein, such data involve risks and uncertainties and is subject to change based on various factors, including those discussed under Risk Factors in this proxy statement/prospectus.

## CAUTIONARY STATEMENT CONCERNING FORWARD LOOKING STATEMENTS

This proxy statement/prospectus contains forward-looking statements. These statements are based on our estimates and assumptions and are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied in the statements. Words such as believes, anticipates, estimates, expects, intends and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) are only predictions or statements of current plans, which we review continuously.

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## PART I

## QUESTIONS AND ANSWERS ABOUT THE REORGANIZATION

**Q. What am I being asked to vote on?**

A. You are being asked to vote in favor of a reorganization of HTCC Delaware, a Delaware corporation, listed on the NYSE Alternext stock exchange ( NYSE Alternext, formerly known as The American Stock Exchange), in which it will effectively change its place of incorporation from Delaware to Denmark. The reorganization will be accomplished through the transfer of HTCC Delaware s assets to, and the assumption of HTCC Delaware s liabilities by, Invitel Denmark, followed by the merger of HTCC Delaware with and into a newly formed Delaware limited liability company, Invitel Sub LLC ( MergeCo ), which will be the surviving entity in the merger and a wholly owned subsidiary of Invitel Denmark. Invitel Denmark is a Danish corporation that we recently formed for the purposes of effecting the reorganization and is a wholly owned subsidiary of HTCC Delaware. After completion of the merger, the remaining assets and liabilities of MergeCo will be transferred to and assumed by its parent, Invitel Denmark, and MergeCo will be dissolved. As a result of the merger, you will own shares in Invitel Denmark, which will be the new holding company for the HTCC group.

**Q. What will I receive in the merger?**

A. In the reorganization merger, each share of HTCC Delaware common stock will automatically convert into the right to receive one Invitel Denmark ADS representing one ordinary share of Invitel Denmark, provided that you may elect to receive ordinary shares instead of Invitel Denmark ADSs.

**Q. What is an Invitel Denmark ADS?**

A. An American depositary share, or ADS, is a security that allows shareholders in the United States to hold and trade interests in foreign-based companies more easily. ADSs are often evidenced by certificates known as American depositary receipts, or ADRs. Invitel Denmark is a Danish corporation that issues ordinary shares. Each Invitel Denmark ADS represents one Invitel Denmark ordinary share. For a description of the rights attaching to Invitel Denmark ADSs, see Description of Invitel Denmark American Depositary Shares on page 153. For a description of the rights attaching to each ordinary share of Invitel Denmark, see Description of Ordinary Shares of Invitel Denmark on page 149.

**Q. Will Invitel Denmark ADSs be publicly traded in the United States?**

A. Yes. We intend to list Invitel Denmark ADSs publicly in the United States on the NYSE Alternext stock exchange (formerly known as The American Stock Exchange) under the symbol IHO and quoted in United States dollars. NYSE Alternext is the stock exchange on which the common stock of HTCC Delaware is currently listed.

**Q. Will Invitel Denmark ordinary shares be publicly traded in the United States or elsewhere?**

A. No. However, we may consider seeking a listing of the Invitel Denmark ordinary shares on a stock exchange in Europe, where the HTCC group s operating businesses are located, at some future time.

**Q. How do I make the choice to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs?**

A. Prior to the merger, an exchange agent will be appointed for the purpose of exchanging HTCC Delaware common stock for, as applicable, Invitel Denmark ADSs or Invitel Denmark ordinary shares. The exchange agent will mail to each holder of record of HTCC Delaware common stock a letter of transmittal for use in

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effecting delivery of certificates representing these shares to the exchange agent. The letter of transmittal will enable each holder of HTCC Delaware common stock to make an election to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs, by way of a cancellation of Invitel Denmark ADSs within 30 days from the date of issuance, at no cost to the holder. If a holder of HTCC Delaware common stock does not make an election, the holder will automatically receive one Invitel Denmark ADS for each share of HTCC Delaware common stock. If a holder of HTCC Delaware common stock elects to receive Invitel Denmark ordinary shares, the holder will receive the Invitel Denmark ordinary shares in dematerialized form, subject to compliance with the requirements to receive Invitel Denmark ordinary shares. Invitel Denmark issues its shares through the Danish central securities depository, VP Securities Service (Værdipapircentralen A/S). In order to receive ordinary shares of Invitel Denmark, you will have to appoint a bank, broker or other nominee who is a clearing member of VP Securities Service or who has an agreement with a clearing member of VP Securities Service, and establish an account with VP Securities Service through such bank, broker or other nominee. You must follow the instructions of such bank, broker or nominee in order to receive Invitel Denmark ordinary shares.

If you hold your shares of HTCC Delaware common stock in street name through a stockbroker, bank or other nominee rather than directly in your own name, you are considered the beneficial owner of those shares, and the letter of transmittal should be forwarded to you by your stockbroker, bank or other nominee. You should note, if you intend to elect to receive Invitel Denmark ordinary shares, that the Invitel Denmark ordinary shares will not be publicly traded, and may not become publicly traded in the future. For more information on the exchange of the HTCC Delaware common stock for HTCC Denmark securities, see The Reorganization Share Election; Exchange of Shares on page 135.

YOU SHOULD NOT SEND YOUR HTCC DELAWARE STOCK CERTIFICATES TO THE EXCHANGE AGENT UNTIL YOU HAVE RECEIVED TRANSMITTAL MATERIALS FROM THE EXCHANGE AGENT. DO NOT RETURN HTCC DELAWARE STOCK CERTIFICATES WITH THE ENCLOSED PROXY CARD.

**Q. What are the implications to HTCC Delaware stockholders of Invitel Denmark being a foreign private issuer ?**

A. Following completion of the merger, Invitel Denmark will be subject to the reporting requirements under the U.S. Securities Exchange Act of 1934 (the Exchange Act ) applicable to foreign private issuers. Under current regulations, Invitel Denmark will be required to file an annual report on Form 20-F with the SEC within six months after the end of each fiscal year. Invitel Denmark s current fiscal year begins on January 1 and ends on December 31. In addition, Invitel Denmark will be required to furnish reports on Form 6-K to the SEC regarding any information required to be publicly disclosed by Invitel Denmark in Denmark or filed with any stock exchange where its ordinary shares may be listed, or distributed or required to be distributed by Invitel Denmark to its shareholders. Invitel Denmark will remain subject to the disclosure rules of NYSE Alternext. Invitel Denmark will be subject to the mandates of the Sarbanes-Oxley Act applicable to foreign private issuers. Invitel Denmark will be exempt from certain rules under the Exchange Act, including the proxy rules which impose certain disclosure and procedural requirements for proxy solicitations under Section 14 of the Exchange Act, and will not be required to comply with Regulation FD, which addresses certain restrictions on the selective disclosure of material information. In addition, among other matters, Invitel Denmark s officers, directors and principal shareholders will be exempt from the reporting and short-swing profit recovery provisions of Section 16 of the Exchange Act and the rules under the Exchange Act with respect to their purchases and sales of Invitel Denmark securities. If Invitel Denmark loses its status as a foreign private issuer, it will no longer be exempt from such rules and, among other things, will be required to file periodic reports and financial statements as if it were a company incorporated in the United States. In addition, Invitel Denmark is considering preparing its financial reporting in accordance with International Financial Reporting Standards ( IFRS ) and may also change its reporting currency from U.S. dollars to euros. See Invitel Denmark will be a Foreign Private Issuer on page 139.

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**Q. How will the reorganization be accomplished?**

A. HTCC Delaware will transfer its assets to, and will have its liabilities assumed by, its wholly owned subsidiary Invitel Denmark in exchange for newly issued shares of Invitel Denmark. HTCC Delaware will subsequently merge with and into, a new Delaware limited liability company, MergeCo, a wholly owned direct subsidiary of Invitel Denmark, which was formed specifically for the merger. MergeCo will be the surviving entity in the merger. After completion of the merger, any remaining assets and liabilities of MergeCo will be transferred to and assumed by its parent, Invitel Denmark, and MergeCo will be dissolved. As a result of the merger, each share of HTCC Delaware common stock outstanding immediately prior to the effective time of the merger will automatically convert into the right to receive one Invitel Denmark ADS representing one ordinary share of Invitel Denmark, provided that you may elect to receive ordinary shares instead of Invitel Denmark ADSs. This procedure allows you to become a holder, either through Invitel Denmark ADSs or directly, of ordinary shares of Invitel Denmark, the new Danish parent company of the entire HTCC group. After this merger, you will own an interest in a Danish holding company which, together with its subsidiaries, will continue to be engaged in the same business that HTCC Delaware and its subsidiaries were engaged in before the merger. The additional steps in the reorganization are more fully described in The Reorganization Structure of the Reorganization on page 131.

**Q. Will the reorganization dilute my ownership interest?**

A. No. The reorganization will not dilute your ownership interest. Immediately after the reorganization is consummated, you will, either through Invitel Denmark ADSs or directly, own the same percentage of Invitel Denmark ordinary shares as you owned of HTCC Delaware common stock immediately prior to the completion of the reorganization, and your relative economic ownership in the company will remain unchanged. After completion of the reorganization, the total number of outstanding ordinary shares of Invitel Denmark will be equal to the number of shares of common stock of HTCC Delaware that were outstanding immediately prior to the effective time of the merger. As of February 2, 2009, HTCC Delaware had 16,425,733 shares of common stock outstanding.

**Q. Do I have to change my stock certificates?**

A. Yes. The exchange agent will send you a letter of transmittal, which will instruct you how to surrender your certificates of common stock of HTCC Delaware. Upon surrender of the certificate with a duly executed letter of transmittal, you will be entitled to receive in exchange the whole number of Invitel Denmark ADSs or, if you so elect, Invitel Denmark ordinary shares that you have the right to receive pursuant to the merger agreement. If you surrender a HTCC Delaware stock certificate and request the new Invitel Denmark ADSs or Invitel Denmark ordinary share in dematerialized form, as the case may be, to be issued in a name other than the one appearing on the surrendered certificate, you must endorse the stock certificate or otherwise prepare it to be in proper form for transfer. HTCC Delaware certificates that are surrendered will be cancelled. No interest will be paid or accrued on any amount payable upon surrender of stock certificates. No holder of unsurrendered certificates will receive any dividends or other distributions with respect to Invitel Denmark ADSs or Invitel Denmark ordinary shares to which the holder is entitled under the merger agreement, or be entitled to exercise voting power with respect to such holder s interest in Invitel Denmark ordinary shares, until the HTCC Delaware certificate registered to the holder is surrendered to the exchange agent. For further information, please see The Reorganization The Merger Agreement Share Election; Exchange of Shares on pages 133 and 135.

YOU SHOULD NOT SEND YOUR HTCC DELAWARE STOCK CERTIFICATES TO THE EXCHANGE AGENT UNTIL YOU HAVE RECEIVED TRANSMITTAL MATERIALS FROM THE EXCHANGE AGENT. DO NOT RETURN HTCC DELAWARE STOCK CERTIFICATES WITH THE ENCLOSED PROXY CARD.

**Q. Will HTCC Delaware stockholders be taxed as a result of the reorganization?**

A. No. Generally, if you are a United States person and not a Danish resident, you should not recognize gain or loss when you exchange your shares of HTCC Delaware common stock solely for Invitel Denmark ADSs or Invitel Denmark ordinary shares pursuant to the reorganization. Your aggregate tax basis in Invitel Denmark ADSs or Invitel Denmark ordinary shares that you receive in the reorganization should equal your aggregate tax basis in shares of HTCC Delaware common stock you surrender. Your holding period for Invitel Denmark ADSs or Invitel Denmark ordinary shares that you receive in the reorganization should include your holding period for the shares of HTCC Delaware common stock that you surrender. If you acquired different blocks of HTCC Delaware common stock at different times and at different prices, your tax basis and holding period in your Invitel Denmark ADSs or Invitel Denmark ordinary shares may be determined with reference to each block of HTCC Delaware common stock. See Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences United States Federal Income Tax Consequences of the Reorganization Tax Consequences to HTCC Delaware Stockholders on page 144. See also Material Income Tax Consequences of the Reorganization Material Danish Income Tax Consequences to Stockholders and Material Income Tax Consequences of the Reorganization Material Hungarian Income Tax Consequences to Stockholders. **You should consult your own tax advisors concerning the United States federal income tax consequences to you of the reorganization in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction.**

**Q. Will HTCC Delaware be taxed as a result of the reorganization?**

A. We believe that HTCC Delaware should not incur a material amount of United States federal income tax liability as a result of the reorganization. However, there can be no assurance that the U.S. Internal Revenue Service ( IRS ) will not challenge the position taken by us with respect to the valuation of our assets. If the IRS were to successfully challenge the valuation of the company s assets, this could have a material adverse effect on Invitel Denmark as a successor to HTCC Delaware.

**Q. When do you expect to complete the reorganization?**

A. We hope to complete the reorganization (subject to the satisfaction or waiver of the conditions to the merger) shortly after the special meeting of HTCC Delaware stockholders, which we will hold on February 24, 2009.

**Q. Will the proposal affect current operations? What about the future?**

A. The reorganization will have no immediate major impact on how we conduct day-to-day operations. The location of future operations will depend on the needs of our business, independent of our place of incorporation.

**Q. Will I be able to trade my shares during the time it takes to complete the reorganization?**

A. Yes.

**Q. How do I vote if my shares are registered in my name?**

A. By completing, signing and returning your proxy card in the enclosed postage-prepaid envelope, you will authorize the persons named on the proxy card to vote your shares according to your instructions.

**Q. How do I vote if my broker holds my shares in street name ?**

A. If you hold your shares in street name through a stockbroker, bank or other nominee rather than directly in your own name, you are considered the beneficial owner of shares, and the proxy materials are being

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forwarded to you by your stockbroker, bank or other nominee together with a voting instruction card. Please carefully consider the information contained in this proxy statement/prospectus and, whether or not you plan to attend the special meeting, please follow the instructions provided to you by your stockbroker, bank or other nominee so that your shares may be voted in accordance with your wishes. To vote at the meeting, beneficial owners will need to contact the broker, bank, or other nominee that holds their shares to obtain a proxy issued in your name to bring to the special meeting.

**Q. What if I don t vote or abstain?**

SHARES FOR WHICH NO VOTES ARE CAST EFFECTIVELY WILL BE TREATED AS THOUGH THEY WERE VOTED AGAINST THE AGREEMENT AND PLAN OF MERGER. ABSTENTIONS WILL BE COUNTED AS VOTES AGAINST THE AGREEMENT AND PLAN OF MERGER.

Our majority stockholder, TDC, owns sufficient shares of our common stock to approve the adoption of the agreement and plan of merger and, therefore, no action by any other stockholder of HTCC Delaware is required for the merger and reorganization to be completed.

**Q: Can I change my vote after I have delivered my proxy?**

A: Yes. You may revoke your proxy at any time before its exercise. Proxies may be revoked by (i) sending a written notice of revocation dated later than the proxy to our proxy agent, Continental Stock Transfer & Trust Company, before the special meeting, (ii) duly executing a subsequent proxy relating to the same shares and delivering it to Continental Stock Transfer & Trust Company before the special meeting, or (iii) attending the special meeting and voting in person (although attendance at the special meeting will not in and of itself constitute revocation of a proxy). Any written notice revoking a proxy should be delivered to Continental Stock Transfer & Trust Company before the special meeting. If you are a beneficial stockholder, you must contact your broker, bank or other nominee to determine how to change your vote.

**Q: Who will bear the cost for soliciting votes for the special meeting?**

A: HTCC Delaware will bear all expenses in conjunction with the solicitation of the enclosed proxy, including the charges of brokerage houses and other custodians, nominees or fiduciaries for forwarding documents to security owners. In addition, proxies may be solicited by mail, in person, or by telephone or fax by certain officers, directors and employees of HTCC Delaware.

**Q: Whom should I call with other questions?**

A: If you have additional questions about this proxy statement, the special meeting, the reorganization or the merger, please contact: Hungarian Telephone and Cable Corp., 1201 Third Avenue, Suite 3400, Seattle, Washington 98101-3034, Attention: Peter T. Noone, General Counsel and Secretary, Telephone: +1 (206) 654-0204.

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## SUMMARY

*This document is a prospectus of Invitel Denmark and a proxy statement of HTCC Delaware. This summary highlights selected information from this document and may not contain all of the information that is important to you. To understand the reorganization, the merger and other transactions more fully and for a more complete description of the legal terms of the merger, you should read carefully this entire document, including the Annexes and the other documents we have referred you to. See Where You Can Find More Information on page 179. The agreement and plan of merger is attached as Annex A to this document. The articles of association that will govern our company once we are domiciled in Denmark are attached as Annex B.*

### Parties to the Merger

***Hungarian Telephone and Cable Corp. ( HTCC Delaware )***

Hungarian Telephone and Cable Corp. was incorporated in Delaware in 1992 as a holding company to acquire concessions from the government of the Republic of Hungary to own and operate local fixed line telecommunications networks in Hungary as Hungary privatized its telecommunications industry. Today, we are the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services to residential and business customers in our 14 historical concession areas, where we have a dominant market share. We are also the number one alternative fixed line operator in Hungary outside our historical concession areas, and we are also the number one independent regional wholesale provider of data and capacity services in Central and South Eastern Europe.

Our historical concession areas in Hungary are geographically clustered and cover an estimated 2.1 million people, representing approximately 21% of Hungary s population. Outside our historical concession areas, we believe that we are well positioned to continue to grow our revenue and market share based on our owned state-of-the-art backbone network, our experienced sales force and our comprehensive portfolio of services. Our extensive national fiber optic backbone network comprising approximately 8,500 route kilometers of fiber, provides us with nationwide reach, allowing business customers to be connected directly to our network to access voice, data and Internet services.

Outside Hungary we are the leading independent provider of wholesale data and capacity services throughout Central and South Eastern Europe. Our regional fiber optic backbone network comprises approximately 19,000 route kilometers of fiber with 40 points of presence in 14 countries. Our clients include the incumbent telecommunications services providers in these countries as well as alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers. We also provide services to telecommunication services providers from Western Europe and the United States, enabling them to meet the regional demands of their corporate clients.

We operate in the following four markets:

*Mass Market Voice.* We provide a full range of basic and value-added voice-related services to our residential and small office and home office customers both inside and outside our historical concession areas. These services include local, national and international calling, voicemail, fax, ISDN and directory assistance services.

*Mass Market Internet.* We provide DSL broadband and dial-up Internet services to our Mass Market customers in Hungary, and have recently introduced an IPTV service aimed initially at DSL broadband customers within our traditional concession areas.

*Business.* We provide fixed line voice, data, Internet and server hosting services to business (comprised of small and medium-sized enterprises and larger corporations), government and other institutional customers in Hungary.

*Wholesale.* We provide voice, data and network capacity services on a wholesale basis, both within Hungary and throughout Central and South Eastern Europe, to a number of other telecommunications and Internet Service Providers.

***Invitel Holdings A/S ( Invitel Denmark )***

Invitel Denmark is a newly formed Danish corporation and is a wholly owned direct subsidiary of HTCC Delaware. Invitel Denmark has no significant assets or capitalization and has not engaged in any business or other activities other than in connection with its formation and the reorganization and related transactions. Invitel Denmark is the direct parent company of MergeCo. After completion of the reorganization, Invitel Denmark and its subsidiaries will continue to conduct the business now conducted by HTCC Delaware and its subsidiaries. See Business of HTCC Delaware on page 42 and Where You Can Find More Information on page 179.

The registered office of Invitel Denmark is located at Teglholmsgade 1, 2450 Copenhagen, Denmark. The principal executive offices of Invitel Denmark are currently located at Puskas Tivadas, u.8-10 u.8-10, H-2040 Budaörs, Hungary and its telephone number at that address is +36 (1) 801-1500. Invitel Denmark, however, currently does not conduct any business or other activities from these executive offices, other than to the extent required in connection with the reorganization.

***Invitel Sub LLC ( MergeCo )***

MergeCo is a newly formed Delaware limited liability company and a wholly owned direct subsidiary of Invitel Denmark. MergeCo was organized to accomplish the proposed merger. MergeCo will merge with HTCC Delaware to facilitate the reorganization, and will be the surviving entity in the merger. Following completion of the merger, MergeCo s assets and liabilities will be transferred to and assumed by Invitel Denmark, and MergeCo will be dissolved. See The Reorganization Structure of the Reorganization on page 131. MergeCo has no significant assets or capitalization unrelated to the merger and has not engaged in any business or other activities except in connection with its formation and the reorganization and related transactions.

The principal U.S. executive offices of HTCC Delaware and MergeCo are located at 1201 Third Avenue, Suite 3400, Seattle, Washington 98101-3034. The telephone number of each such party at that address is +1 (206) 654-0204.

**Recent Developments**

We are in the process of conducting an internal reorganization of our operating subsidiaries to better reflect the business segments of the HTCC group. The final steps by which this reorganization will be implemented are still under review. We expect to complete the internal reorganization by the end of 2009.

In connection with this reorganization, in December 2008 HTCC Delaware transferred all of its shares in its wholly owned subsidiary, HTCC Holdco I B.V., to a newly formed Hungarian limited liability company, Invitel Hungary Holdings Kft., in exchange for newly issued shares of that company.

We are in discussions with several financing sources to refinance our senior credit facilities agreement and our bridge loan agreement. Repayment of the bridge loan is due on March 5, 2009. There can be no assurance regarding the outcome or the scope of these refinancing discussions. If we choose not to refinance our bridge loan or the market conditions make a refinancing prohibitive, we intend to convert the bridge loan to term loans maturing in 2016, which conversion is permitted, subject to certain conditions, pursuant to the bridge loan agreement. For more details about our bridge loan agreement, see HTCC Delaware Management Discussion and Analysis of Financial Condition and Result of Operations Liquidity and Capital Resources The Bridge Loan Agreement on page 121. For more details about our senior credit facilities agreement, see HTCC Delaware Management Discussion and Analysis of Financial Condition and Result of Operations Liquidity and Capital Resources The Amended Facilities Agreement on page 118. For more information about our on-going discussions regarding a refinancing, see Indicative Terms of 2009 Refinancing on page 123.

We are currently negotiating with three Hungarian municipalities with a view to reaching a final settlement with respect to the totality of certain claims regarding municipal taxes. We have made a provision for this contingent liability in the amount of HUF 2.2 billion (approximately $13 million). For more details regarding the legal proceedings with respect to these claims, see Legal Proceedings Local Business Tax on page 78.

**The Reorganization (see page 131)**

Our board has unanimously approved and recommends that you adopt the agreement and plan of merger which effectively changes your company s place of incorporation from Delaware to Denmark. HTCC Delaware has incorporated Invitel Denmark under the laws of Denmark, and Invitel Denmark has organized MergeCo as a Delaware limited liability company. The reorganization will be accomplished as follows:

- a transfer of HTCC Delaware s assets to, and assumption of HTCC Delaware s liabilities by, Invitel Denmark in exchange for newly issued shares of Invitel Denmark,

- a merger of HTCC Delaware with and into MergeCo, which will be the surviving company in the merger and will be a wholly owned, direct subsidiary of Invitel Denmark. The terms of the merger are set forth in the agreement and plan of merger attached as Annex A to this proxy statement/prospectus. As a result of the merger, your shares of HTCC Delaware common stock will automatically convert into the right to receive Invitel Denmark ADSs representing ordinary shares of Invitel Denmark, provided that you may elect to receive ordinary shares instead of Invitel Denmark ADSs. As a result, you will own, either directly or through the Invitel Denmark ADSs, shares in a Danish corporation rather than a Delaware corporation. For a description of the terms of the Invitel Denmark ordinary shares, please see Description of Ordinary Shares of Invitel Denmark on page 149, and for a description of the Invitel Denmark ADSs, see Description of Invitel Denmark American Depositary Shares on page 153. For a more detailed description of the differences between your rights under Delaware law and under Danish law, please see Comparison of Rights of Stockholders/Shareholders beginning on page 164, and

- after completion of the merger, the transfer by MergeCo of its remaining assets to, and the assumption of its liabilities by, its parent, Invitel Denmark, and the dissolution of MergeCo.

After completion of the reorganization, Invitel Denmark and its subsidiaries will continue to conduct the business that HTCC Delaware and its subsidiaries now conduct.

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Below is a graphic representation of the structure of HTCC group immediately before and after the reorganization:

After the merger occurs, our exchange agent will send a letter of transmittal to HTCC Delaware stockholders that will provide instructions on how to elect Invitel Denmark ordinary shares instead of Invitel Denmark ADSs, and on how to exchange your HTCC Delaware stock certificates for Invitel Denmark securities. PLEASE DO NOT SEND ANY STOCK CERTIFICATES AT THIS TIME.

**Background and Reasons for the Reorganization (see page 131)**

Our current business is conducted entirely in Hungary and elsewhere in Central and South Eastern Europe. As we announced on June 30, 2008, our board conducted a review of the company s strategic alternatives, which included the possibility of a sale of the company. As a result of such review, we believe that a reorganization of HTCC Delaware as a Danish corporation will allow us to better take advantage of certain financial and business opportunities that may arise in the future. We have outlined below what we believe to be the benefits of the reorganization.

- Enhancement of the company s structuring flexibility with respect to a potential sale of the company or asset dispositions. Although we are not currently engaged in any negotiations with third parties with respect to a sale of the company or a significant portion of its assets, we believe that any future sale of the company or asset dispositions by the company will mainly attract interest from European buyers. For these investors, purchasing the shares of a Delaware corporation whose assets are entirely located in Europe or acquiring such assets from a Delaware corporation may not be efficient from a legal or tax perspective. HTCC Delaware, as a U.S. corporation, is subject to the full U.S. tax regime. A foreign buyer of HTCC Delaware may incur U.S. withholding tax on dividends paid by HTCC Delaware, which may prevent such buyer from efficiently structuring its acquisition of the company and the financing thereof.

- Reduction of SEC reporting requirements and related expenses because the company would become a foreign private issuer.

- Potential increased competitiveness regarding European acquisition opportunities, because Invitel Denmark ordinary shares may be a more attractive consideration than shares of common stock of a Delaware corporation.

Simplification and rationalization of the company s tax position and increased efficiency by reorganizing the company in a jurisdiction outside the United States at a time when we believe this should not result in a significant U.S. tax cost. All of our operating income is generated outside the United States and is subject to the primary taxing jurisdiction of the countries in Central and South Eastern Europe in which those operations take place. However, as a U.S. corporation, HTCC Delaware is subject to the full U.S. tax regime, potentially causing incremental U.S. tax on distributions of earnings from its foreign subsidiaries. In addition, internal group restructurings may generate U.S. tax to be paid by the company, even if no economic gain is recognized by the company. As a result of our review of the company s strategic alternatives, we believe that most prospective investors in the company or its assets will perceive the potential future U.S. tax burden (or the cost of structuring their investment in order to minimize such tax burden) as inefficient, which may prevent us from taking advantage of certain strategic or other business opportunities in the future. Although the Danish and Hungarian tax regimes have some counterparts to these U.S. tax provisions, we believe those regimes are better suited to the current and prospective operations of the company and prospective investors in the company or its assets. In particular, with a U.S. corporation as the direct or indirect parent of the foreign subsidiaries, we must consider whether each possible restructuring, borrowing, or foreign tax minimization option may result in taxable income and incremental tax cost at the U.S. parent level. By contrast, Denmark and Hungary have exemption systems for foreign subsidiary earnings and gains on foreign subsidiary shares. Therefore, we believe that reincorporating HTCC Delaware in Denmark will allow more flexibility in pursuing strategies to maximize shareholder value with less concern for potential adverse tax consequences at the level of Invitel Denmark.

We believe these benefits should enhance stockholder value. However, we cannot predict what impact, if any, the reorganization will have in the long-term in light of the fact that the achievement of our objectives depends on many things, including, among other things, future tax and other laws and regulations, as well as the development of our business.

For a discussion of the risk factors associated with the reorganization, please see the discussion under Risk Factors beginning on page 19. For further discussion regarding the factors considered by the board of directors in connection with the reorganization, see Recommendation of the Board of Directors on page 15.

**Reason for the Reincorporation of HTCC Delaware in Denmark**

Under the U.S. federal income tax regime, reincorporating HTCC Delaware in a jurisdiction where the HTCC expanded affiliated group (which, for these purposes, should include the ultimate parent company of HTCC Delaware and all of that parent company s subsidiaries) does not have substantial business activities, would result in HTCC Delaware s successor corporation continuing to be taxed as a U.S. corporation, despite the reorganization. TDC A/S is a Danish corporation that owns more than 50% of HTCC Delaware common stock, with the result that the HTCC expanded affiliated group should include TDC and all of TDC s subsidiaries. Reincorporating HTCC Delaware in Denmark, where TDC has substantial business activities, should avoid the adverse United States federal income tax consequences mentioned above, because the HTCC expanded affiliated group should be considered to have substantial business activities in Denmark. See Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences United States Federal Income Tax Consequences of the Reorganization Tax Consequences to HTCC Delaware and Invitel Denmark Section 7874 Inversion Rules on page 142.

**Conditions to Consummation of the Reorganization (see page 133)**

The consummation of the reorganization is conditioned on several factors, including the affirmative vote of the holders of a majority of the outstanding shares of common stock of HTCC Delaware entitled to vote at the special meeting, that none of the parties to the agreement and plan of merger is subject to any governmental authority which prohibits the consummation of the reorganization, and the receipt of any required waivers from lenders under certain credit agreements. We are not aware of any regulatory requirements or approvals (other than those under the U.S. federal securities laws) that must be complied with or obtained in connection with the consummation of the reorganization.

For additional factors, please see The Reorganization The Merger Agreement Conditions to Consummation of the Reorganization on page 133.

**Credit Facilities**

As a result of the merger, we may fail to comply with certain covenants contained in our senior credit facilities agreement, as amended and restated. In particular, the merger may be considered a change in control under this facility. If the merger were considered a change of control thereunder, in the absence of a waiver from our lenders, it would cause a default. For more details about our senior credit facilities agreement, see HTCC Delaware Management Discussion and Analysis of Financial Condition and Result of Operations Liquidity and Capital Resources The Amended Facilities Agreement on page 118.

We are in discussions with several financing sources to refinance our senior credit facilities agreement and our 100 million bridge loan agreement with BNP Paribas and Merrill Lynch, dated March 3, 2008, and intend to seek any required waivers permitting the merger as part of such refinancing. We do not currently believe that any waivers under our bridge loan agreement will be necessary to enable us to complete the merger. There can be no assurance regarding the outcome or the scope of these refinancing discussions. If we choose not to refinance our bridge loan or the market conditions make a refinancing prohibitive, we intend to convert the bridge loans to term loans maturing in 2016, which conversion is permitted, subject to certain conditions, pursuant to the bridge loan agreement. For more information about our on-going discussions regarding a refinancing, see Indicative Terms of 2009 Refinancing on page 123.

In the absence of any required waivers described above or a refinancing that includes such waivers, we may reconsider or abandon the implementation of the company s reorganization.

**Material United States Federal Income Tax Consequences to Stockholders (see page 141)**

As set forth in further detail in the discussion under the heading Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences on page 141, which, subject to the qualifications set forth therein, constitutes the opinion of Simpson Thacher & Bartlett LLP, our special United States tax counsel, for United States federal income tax purposes, HTCC Delaware stockholders who are United States persons and are not Danish residents should not recognize gain or loss when they exchange their shares of HTCC Delaware common stock solely for Invitel Denmark ADSs or Invitel Denmark ordinary shares. The aggregate tax basis in Invitel Denmark ADSs or Invitel Denmark ordinary shares received in the reorganization should equal the aggregate tax basis in the shares of HTCC Delaware common stock that such HTCC Delaware stockholders surrender. Such stockholders holding periods for Invitel Denmark ADSs or Invitel Denmark ordinary shares received in the reorganization should include their holding periods for the shares of HTCC Delaware common stock that they surrender. If HTCC Delaware stockholders acquired different blocks of HTCC Delaware common stock at different times and at different prices, their tax bases and holding periods in their Invitel Denmark ADSs or Invitel Denmark ordinary shares may be determined with reference to each block of HTCC Delaware common stock.

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**HTCC Delaware stockholders should consult their own tax advisors concerning the United States federal income tax consequences of the reorganization in light of their particular situation as well as any consequences arising under the laws of any other taxing jurisdiction.**

An opinion of our special United States tax counsel confirming the opinion set forth under the heading Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences on page 137 will be filed as an exhibit to the registration statement that includes this proxy statement/prospectus.

**Material Danish Income Tax Consequences to Stockholders (see page 147)**

As set forth in further detail in the discussion under the heading Material Income Tax Consequences of the Reorganization Material Danish Income Tax Consequences to Stockholders on page 147, which, subject to the qualifications set forth therein, constitutes the opinion of Kromann Reumert, our special Danish tax counsel, it is likely that the reorganization will not trigger Danish capital gains taxation for Danish resident stockholders of HTCC Delaware. No Danish income taxes should be triggered for stockholders resident in other countries.

Dividend distributions from Invitel Denmark to shareholders are generally subject to Danish withholding tax at a rate of 28%. This withholding tax may be reduced according to the double taxation treaty between Denmark and the country in which the shareholder is resident. Pursuant to the double taxation treaty between Denmark and the United States, the dividend withholding tax is reduced to 15% unless the shareholder owns more than 10% of the share capital of Invitel Denmark, in which case the dividend withholding tax is reduced to 5%.

Given that Invitel Denmark is considered tax resident in Hungary, the withholding tax rate is reduced to 0%. Invitel Denmark has obtained a Danish ruling that, subject to the facts and assumptions presented by the company, the company is, from the perspective of Danish tax laws, resident in Hungary for corporate income tax purposes and, assuming that this ruling remains in effect, Invitel Denmark will not be taxable in Denmark for corporate income tax purposes and no Danish withholding taxes on dividends should be withheld. Invitel Denmark intends to request a ruling from the Hungarian tax authorities confirming that the company is only resident in Hungary for corporate income tax purposes. Any statements made in this proxy statement/prospectus with respect to certain Danish and Hungarian income tax consequences of the reorganization assume a favorable ruling by the Hungarian tax authorities and the continued effectiveness of such rulings.

An opinion of our special Danish tax counsel confirming the opinion set forth under the heading Material Income Tax Consequences of the Reorganization Material Danish Income Tax Consequences to Stockholders on page 147 will be filed as an exhibit to the registration statement that includes this proxy statement/prospectus.

**Material Hungarian Income Tax Consequences to Stockholders (see page 148)**

As set forth in further detail in the discussion under the heading Material Income Tax Consequences of the Reorganization Material Hungarian Income Tax Consequences to Stockholders on page 148, which, subject to the qualifications set forth therein, constitutes the opinion of Réczicza White & Case LLP, our special Hungarian tax counsel, payments to stockholders made by companies incorporated outside Hungary that are tax resident in Hungary are subject to Hungarian rules regarding taxation.

Under Hungarian tax law, no withholding tax is payable on dividends paid to a person who is not a private individual. Hungarian dividend withholding tax would be payable on dividends paid to private individuals who hold ordinary shares directly. Provided that the depositary is the legal owner of the Invitel Denmark ordinary shares, no Hungarian withholding tax would be due on dividends paid to holders of Invitel Denmark ADSs.

Capital gains earned by a non-Hungarian resident (whether a private individual or otherwise) are not subject to withholding taxes. However, capital gains earned by Hungarian tax residents would be subject to Hungarian tax, unless such gains qualify for the reported participation exemption which exempts gains realized by corporate shareholders under certain conditions. Under this rule, capital gains earned on participations that represent at least 30% ownership and have been reported to the tax authority (APEH) within 30 days of acquisition are tax exempt provided that they have been held for at least one year. This exemption is not applicable to private individuals.

There is currently no wealth tax in Hungary.

An opinion of our special Hungarian tax counsel confirming the opinion set forth under the heading Material Income Tax Consequences of the Reorganization Material Hungarian Income Tax Consequences to Stockholders on page 148 will be filed as an exhibit to the registration statement that includes this proxy statement/prospectus.

**Comparison of Rights of Stockholders/Rights of Shareholders (see page 164)**

There are differences between the rights of stockholders under Delaware law and shareholders under Danish law. In addition, there are differences between HTCC Delaware s current certificate of incorporation and by-laws and Invitel Denmark s memorandum of incorporation and articles of association. We encourage you to read the section titled Comparison of Rights of Stockholders/Shareholders on page 164 for a more detailed discussion of these differences.

There are also differences between the rights presently enjoyed by holders of HTCC Delaware common stock and the rights to which the holders of Invitel Denmark ADSs will be entitled following the merger. In some cases, the holders of Invitel Denmark ADSs to be delivered in connection with the merger may not be entitled to important rights to which they would have been entitled as holders of HTCC Delaware common stock. The rights and terms of the Invitel Denmark ADSs are designed to replicate, to the extent reasonably practicable, the rights attendant to Invitel Denmark ordinary shares, for which there is no active trading market in the United States. However, because of aspects of Danish law, the articles of association of Invitel Denmark and the terms of the deposit agreement under which the Invitel Denmark ADSs will be issued, the rights of holders of Invitel Denmark ADSs will not be identical to and, in some respects, may be less favorable than, the rights of holders of Invitel Denmark ordinary shares. For more information regarding the characteristics of, and differences between, HTCC Delaware common stock, Invitel Denmark ordinary shares and Invitel Denmark ADSs, please refer to Description of Ordinary Shares of Invitel Denmark, Description of Invitel Denmark American Depositary Shares, and Comparative Rights of Stockholders/Shareholders beginning on page 164.

**Stock Exchange Listing; Recent Stock Prices**

We intend to apply to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange under the symbol IHO effective upon the merger. NYSE Alternext is the stock exchange on which the common stock of HTCC Delaware is currently listed. We may consider seeking a listing of Invitel Denmark ordinary shares on a stock exchange in Europe, where the HTCC group s operating businesses are located, at some future time. We may also seek a dual listing. In addition, we may in the future seek a delisting of the Invitel Denmark ADSs from NYSE Alternext or a deregistration from the U.S. Securities Exchange Act of 1934, if and when permitted under applicable laws and regulations.

On November 26, 2008, the last trading day before the public announcement of the reorganization, the closing price per HTCC Delaware share on the NYSE Alternext was $8.95, and the high and low sales prices were $8.95 and $8.35. On January 29, 2009, the closing price on the NYSE Alternext was $7.43.

**No Rights of Dissenting Stockholders (see page 137)**

Under Delaware law, you will not have dissenters or appraisal rights in connection with the merger and the reorganization.

**Accounting Treatment of the Reorganization**

The accounting for the reorganization of HTCC Delaware, MergeCo, and Invitel Denmark, which are all entities under common control, is addressed by Statement of Financial Accounting Standards (FAS) No. 141. Pursuant to FAS No. 141, this reorganization will be accounted for at carryover bases at the date of transfer and as such, there will be no changes in the historical consolidated carrying amounts of assets, liabilities and stockholders equity (deficit).

**Effect on Stock Compensation Plans and Employment Arrangements with Officers and Directors (see page 137)**

When the reorganization is completed, unless agreed otherwise with each option holder, we expect to amend and revise our employee and director stock option and other stock-based plans and arrangements to (1) provide that Invitel Denmark will continue the sponsorship of the existing awards under employee and director stock-based plans and arrangements, (2) provide that Invitel Denmark ordinary shares will be issued upon the exercise of any options under the plans and arrangements, and (3) otherwise appropriately reflect (x) the substitution of HTCC Delaware common stock for a number of ordinary shares of Invitel Denmark and (y) an exercise price per share, in each case, sufficient to retain the current intrinsic value of the outstanding options.

On December 23, 2008, the existing service contracts with respect to the management services provided to us by our Chief Executive Officer, Martin Lea (the CEO Service Agreement ), and our Chief Financial Officer, Robert Bowker (the CFO Service Agreement ), were amended. In particular, the provisions relating to a special one-time lump sum bonus payment in the event of a sale of the company or a sale of all or substantially all of its assets have been amended and a bonus may also be due in the event of a transaction or series of transactions resulting in the sale of a material portion of the company s assets or businesses that does not constitute a sale of all or substantially all assets. A detailed summary of these provisions is set forth under Executive Officer Compensation on page 81.

These service contracts have also been amended to provide for a special one-time lump sum bonus in the amount of 250,000 for the benefit of each of our Chief Executive Officer and our Chief Financial Officer, conditioned upon, and paid following the successful completion of a refinancing of the company s obligations under the bridge loan agreement with Merrill Lynch and BNP Paribas, dated March 3, 2008.

The company has agreed to award Peter T. Noone, HTCC Delaware s General Counsel and Secretary, a discretionary cash bonus in the amount of $100,000, which bonus is contingent upon, and payable following, the completion of the reorganization. The company has also agreed to provide Mr. Noone with a loyalty/retention bonus in the amount of $100,000. In addition, the company has amended Mr. Noone s employment agreement to increase the severance benefits by 25%.

**Special Meeting (see page 175)**

*Time, Date, Place.* The special meeting of stockholders will be held at the offices of Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY10017-3954, U.S.A., at 10 a.m. local time, on February 24, 2009.

*Record Date.* Only stockholders of record at the close of business on February 2, 2009, as shown in our records, will be entitled to vote, or to grant proxies to vote, at the special meeting.

*Quorum.* The presence, in person or by proxy, of stockholders holding a majority of the outstanding shares of HTCC Delaware that are entitled to vote will constitute a quorum.

**Recommendation of the Board of Directors**

At a meeting of HTCC Delaware s board of directors held on November 27, 2008, the board of HTCC Delaware considered the proposal to reincorporate the company in Denmark and discussed the potential benefits of the reorganization, which have been summarized above under Background and Reasons for the Reorganization. The board also noted potential disadvantages with respect to the reorganization. In particular, the board considered certain differences between Delaware and Danish corporate law. Under Danish law certain corporate transactions, such as a sale of all shares in the company by way of a merger, require the approval of at least two thirds of votes cast as well as two thirds of the share capital represented at a shareholders meeting. By contrast, a merger under Delaware law would only require a simple majority of shareholder votes. The board concluded, however, that, while an increased voting threshold for the sale of the company by way of a merger could limit its negotiation flexibility, it would also enhance the powers of minority shareholders. See Comparison of Rights of Stockholders/Shareholders on page 164. The board also considered the reporting requirements of Invitel Denmark as a foreign private issuer. In particular, Invitel Denmark will not be required to file quarterly financial statements under the Exchange Act, will be exempt from the SEC s proxy rules, which impose certain disclosure and procedural requirements for proxy solicitations, and will not be required to comply with Regulation FD, which addresses certain restrictions on the selective disclosure of material information. However, Invitel Denmark will file an annual report on Form 20-F, and will be subject to the mandates of the Sarbanes-Oxley Act applicable to foreign private issuers as well as the disclosure requirements of the NYSE Alternext stock exchange. See Invitel Denmark will be a Foreign Private Issuer on page 139. The board also considered the potential tax liability the company could incur as a result of the reorganization and concluded that these risks were not material. See Risks Relating to the Reorganization on page 19.

The board of directors has determined that the potential advantages of the reorganization substantially outweigh its risks and the differences described above. Accordingly, the board of HTCC Delaware unanimously approved the agreement and plan of merger, declared it advisable and in the best interest of all of HTCC Delaware s stockholders, and recommends that you vote FOR its adoption.

**Vote Required**

Adoption of the agreement and plan of merger requires the affirmative vote of holders of a majority of the shares of HTCC Delaware common stock outstanding on February 2, 2009. Abstentions and broker non-votes will effectively be counted as votes against adoption of the merger agreement.

As of the February 2, 2009 record date, there were 16,425,733 HTCC Delaware shares outstanding and entitled to vote. As of the record date, our directors and executive officers and their affiliates directly owned or are entitled to vote, in the aggregate, approximately 962,160 shares of HTCC Delaware common stock, which represents approximately 6% of the outstanding shares of HTCC Delaware common stock. As of February 2, 2009, TDC owns 10,499,782 shares of our common stock, representing approximately 63.9% of our outstanding common stock. TDC has informed the company that it intends to vote its shares of outstanding common stock of HTCC Delaware in favor of the adoption of the agreement and plan of merger. TDC owns sufficient shares of common stock to approve the adoption of the agreement and plan of merger and, therefore, no action by any other stockholder of HTCC Delaware is required for the merger and reorganization to be completed.

We do not believe that the interests of our majority stockholder, TDC, or its affiliates, differ from those of other stockholders or the company in connection with the reorganization. However, we cannot anticipate whether, or in what form, any differing interests may arise in the future. Conflicts between TDC and minority stockholders may arise with respect to, among other things, the company s strategic direction and significant corporate transactions, conflicts related to corporate opportunities that could be pursued by us on the one hand, or by TDC, on the other hand, or other contractual relationships between us and TDC or its affiliates. If we enter into a loan agreement with TDC in connection with a refinancing of our senior credit facilities agreement and/or our bridge loan agreement, similar conflicts of interest may occur. For more details about this refinancing, see Indicative Terms of 2009 Refinancing on page 123.

For more information see The Special Meeting Vote Required on page 175.

**Proxies (see page 176)**

Stockholders of record may vote by marking, signing and mailing their proxy card in the enclosed postage-prepaid envelope.

If you hold your HTCC Delaware shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee when voting your shares. To be effective, a form of proxy must be received by us prior to the beginning of voting at the special meeting.

There are three ways in which you may revoke your proxy and change your vote:

- First, you may send a written notice to our proxy agent, Continental Stock Transfer & Trust Company, stating that you would like to revoke your proxy of an earlier date. This notice must be received prior to the special meeting.
- Second, you may complete and submit a new, later-dated proxy to our proxy agent. The latest dated proxy actually received by the company prior to the special meeting will be the one that is counted, and all earlier proxies will be revoked.
- Third, you may attend the special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy. At the special meeting, the chairman of the meeting will announce instructions for you to follow if you wish to revoke your proxy and vote in person at the meeting.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change or revoke your proxy.

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## SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data of HTCC Delaware in the table below was derived from HTCC Delaware s audited consolidated financial statements as of and for each of the years in the five year period ended December 31, 2007, as well as unaudited data for the nine months ended September 30, 2008 and 2007. This data should be read in conjunction with the audited consolidated financial statements of HTCC Delaware, including the notes to the financial statements. The audited consolidated financial statements of HTCC Delaware for the years ended December 31, 2007, 2006 and 2005 and certain unaudited financial data for the nine months ended September 30, 2008 and 2007 are included in this proxy statement/prospectus, beginning on page F-1.

We have not included data for Invitel Denmark or MergeCo because they did not conduct business during any of the periods discussed below.

| | Nine months ended September 30 (unaudited) | | Year ended December 31, | | | | |
|---|---|---|---|---|---|---|---|
| *(in thousands, except per share amounts)* | **2008** | **2007** | **2007** | **2006 (1)** | **2005 (1)** | **2004** | **2003** |
| **Income Statement Data** | | | | | | | |
| Revenues | $ 432,605 | $ 258,127 | $ 385,193 | $ 189,260 | $ 179,643 | $ 69,007 | $ 69,391 |
| Net Income (Loss) | (43,862) | (81,951) | (96,472) | 16,527 | 1,392 | 11,417 | 10,451 |
| Basic Earnings (Loss) Per Share from Continuing Operations (2) | (2.68) | (5.40) | (6.23) | 1.28 | 0.10 | 0.91 | 0.85 |
| **Balance Sheet Data** | | | | | | | |
| Total Assets | 1,343,387 | 1,077,303 | 1,110,191 | 333,384 | 298,817 | 192,285 | 176,556 |
| Long-Term Debt (Excluding Current Installments) (3) | 947,027 | 788,643 | 813,337 | 116,219 | 159,394 | 71,715 | 90,839 |
| Cash Dividends Per Share | | | | | | | |

(1) See Note 1(c) in Notes to the Consolidated Financial Statements for the year ended December 31, 2007, beginning on page F-11.

(2) Net Income (Loss) per basic common share is net income (loss) divided by the weighted average number of basic common shares outstanding.

(3) Long-term obligations include long-term debt, capital leases and redeemable preferred stock but excludes current installments of long-term debt.

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## SUMMARY PRO FORMA FINANCIAL INFORMATION

A pro forma condensed consolidated balance sheet for Invitel Denmark is not presented in this proxy statement/prospectus because there would be no significant pro forma adjustments required to be made to the historical consolidated financial statements of HTCC Delaware as of December 31, 2007 or September 30, 2008 because the transaction will be accounted for at carryover basis. See The Reorganization Accounting Treatment of the Reorganization on page 139.

A pro forma condensed consolidated income statement for Invitel Denmark is not presented in this proxy statement/prospectus because there would be no significant pro forma adjustments required to be made to income from operations in the historical consolidated income statements of HTCC Delaware for the year ended December 31, 2007 or for the nine months ended September 30, 2008.

Reference is made to the consolidated financial statements of HTCC Delaware, beginning with the index thereto on Page F-1.

We estimate that the costs incurred in connection with the reorganization (excluding the cost of refinancing our existing senior credit facilities agreement and our bridge loan agreement) will amount to approximately 3.5 million euros.

## RISK FACTORS

*In considering whether to vote for adoption of the agreement and plan of merger, you should consider carefully the following risks or investment considerations related to the reorganization, in addition to the other information in this proxy statement/prospectus. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business. If any of the following risks actually occur, our business could be adversely affected. In those cases, the trading price of the Invitel Denmark ADSs could decline, and you may lose all or part of your investment.*

### Risks Relating to the Reorganization

***HTCC Delaware may be required to pay taxes as a result of the reorganization.***

If the fair market value of HTCC Delaware s assets exceeds its adjusted tax basis in such assets, the reorganization should be taxable to HTCC Delaware unless such gain could be reduced by available tax losses. Although the management of HTCC Delaware does not believe that the amount of any such gain would exceed the amount of net operating losses available to offset it, there can be no assurance that the U.S. Internal Revenue Service (the IRS ) will accept HTCC Delaware s determination of the value of its assets or net operating losses. If the IRS were to successfully challenge the valuation of the company s assets or net operating losses, Invitel Denmark as a successor to HTCC Delaware could incur a material amount of United States federal income tax liability as a result of the reorganization. A more detailed discussion of the material United States federal income tax consequences of the reorganization to HTCC Delaware and Invitel Denmark is set forth under the heading Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences United States Federal Income Tax Consequences of the Reorganization Tax Consequences to HTCC Delaware and Invitel Denmark on page 142.

Based on the current provisions and interpretation of Danish tax legislation, we expect that the reorganization will not result in any material Danish income tax liability to any of HTCC Delaware, Invitel Denmark or MergeCo. Also, we expect that we will not be required to pay any material taxes in Hungary as a result of the reorganization. The Danish tax authorities (Skatteministeriet, or SKAT ), the Hungarian tax authorities (Adó- és Pénzügyi Ellenorzési Hivatal, or APEH ) and the local Hungarian tax authorities, however, could disagree with this view and could take the position that material taxes are payable by any one or more of these companies as a result of the reorganization.

***Changes in foreign laws, including tax law changes, could adversely affect Invitel Denmark, its subsidiaries and its shareholders.***

Changes in tax laws, treaties or regulations or the interpretation or enforcement thereof could adversely affect the tax consequences of the reorganization to Invitel Denmark, its subsidiaries and its shareholders. In addition, the IRS, SKAT, APEH, the local Hungarian tax authorities or other taxing authorities may not agree with our assessment of the effects of such laws, treaties and regulations, which could have a material adverse effect on the tax consequences of the reorganization.

WE STRONGLY URGE YOU TO CONSULT YOUR TAX ADVISORS REGARDING YOUR PARTICULAR TAX CONSEQUENCES OF THE REORGANIZATION.

***We may not realize the benefits, if any, described in this proxy statement/prospectus, if the board of HTCC Delaware chooses to defer or abandon the reorganization.***

The reorganization may be deferred or abandoned, at any time, by action of the board of directors of HTCC Delaware, whether before or after the special stockholders meeting. While we currently expect the reorganization to take place as soon as practicable after adoption of the agreement and plan of merger at the special stockholders meeting, the board may defer the reorganization for a significant time after the stockholders meeting or may abandon the reorganization because of, among other reasons, an increase in the estimated cost of the reorganization, including U.S. tax costs or other costs, the failure to obtain any necessary waivers from certain lenders, changes in existing or proposed tax legislation or a determination by the board that the reorganization would not be in the best interests of the HTCC group or its stockholders or that the reorganization would have material adverse consequences to the HTCC group or its stockholders.

***We may not benefit from the reorganization because of changes in tax laws and other factors.***

We have presented in this proxy statement/prospectus the anticipated benefits of the reorganization. See Background and Reasons for the Reorganization on page 131. Many factors could affect the outcome of the reorganization, and some or all of the anticipated benefits of the reorganization may not occur. The anticipated enhancement to the company s structuring flexibility with respect to a potential sale of the company or asset dispositions may not prove valuable if such sale or dispositions do not take place. In addition, the anticipated reduction of SEC reporting requirements and related expenses may not be achieved in the event of changes to the SEC rules applicable to foreign private issuers. If opportunities for the company to acquire additional European assets using its shares as consideration do not materialize, the reorganization may not prove as useful for this purpose as we anticipate. With regard to the simplification of the company s tax position, we have obtained a ruling from the Danish authorities that, subject to the facts and assumptions presented by the company, Invitel Denmark will not be taxable in Denmark. We intend to apply for a ruling from the Hungarian tax authority that Invitel Denmark will only be resident in Hungary for corporate income tax purposes. If we should not obtain such ruling (or if this ruling request is withdrawn on determining that it is not reasonably achievable), we may find that the company s overall tax position would not be materially improved as compared to the current tax structure and the board may choose to abandon the reorganization before completion. Similarly, changes in existing or proposed tax laws in Hungary, Denmark or the United States may result in the reorganization not achieving some or all of its anticipated benefits or make it inadvisable to proceed with the completion of the reorganization.

***The enforcement of civil liabilities against Invitel Denmark may be more difficult.***

Because Invitel Denmark is a Danish corporation, investors could experience more difficulty enforcing judgments obtained against Invitel Denmark in U.S. courts than would currently be the case for U.S. judgments obtained against HTCC Delaware. In addition, it may be more difficult to bring some claims against Invitel Denmark in Danish courts than it would be to bring similar claims against a U.S. company in a U.S. court.

***Your rights as a shareholder will change if the reorganization is completed. The rights of holders of Invitel Denmark securities to be issued in the merger will not be the same as the rights of holders of HTCC Delaware common stock, and the rights of a holder of Invitel Denmark ADSs may be less favorable than the rights of a holder of Invitel Denmark ordinary shares.***

HTCC Delaware is a corporation organized under the laws of Delaware and Invitel Denmark is a corporation organized under the laws of Denmark. The rights of holders of HTCC Delaware common stock are governed by the Delaware General Corporation Law, and the certificate of incorporation and by-laws of HTCC Delaware. The rights of holders of Invitel Denmark ordinary shares are governed by the Danish Public Limited Companies Act (the Companies Act ) and the memorandum of incorporation and articles of association of Invitel Denmark. Upon completion of the merger, the holders of HTCC Delaware common stock will receive either Invitel Denmark ADSs, which represent Invitel Denmark s ordinary shares, or Invitel Denmark ordinary shares.

Because of the differences between Delaware law and Danish law and certain differences between the governing documents of HTCC Delaware and Invitel Denmark, your rights as a stockholder will change when the merger is completed, and the rights of holders of Invitel Denmark securities will not be identical to and, in some respects, may be less favorable than, the rights you currently have as a stockholder of HTCC Delaware.

The rights of holders of Invitel Denmark ADSs will be governed by Danish Law, Invitel Denmark s articles of association and the deposit agreement pursuant to which the Invitel Denmark ADSs will be issued. The rights of holders of Invitel Denmark ordinary shares will also be governed by the Companies Act. There are differences between the rights presently enjoyed by holders of HTCC Delaware common stock and the rights to which the holders of Invitel Denmark ADSs will be entitled following the merger. As an Invitel Denmark ADS holder, Invitel Denmark will not treat you as one of its shareholders and you will not have shareholder rights. Danish law and Invitel Denmark s articles of association govern shareholder rights. The depositary will be the holder of the Invitel Denmark ordinary shares underlying the Invitel Denmark ADSs. As a registered holder of Invitel Denmark ADSs, you will have ADS registered holder rights. A deposit agreement among Invitel Denmark, the depositary Invitel Denmark ADS registered holder, and all other persons indirectly holding Invitel Denmark ADSs sets out ADS registered holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the Invitel Denmark ADSs. In some cases, the holders of Invitel Denmark ADSs to be issued in the merger may not be entitled to important rights to which they would have been entitled as holders of HTCC Delaware common stock, and the rights of holders of Invitel Denmark ADSs will not be identical to and, in some respects, may be less favorable than, the rights of holders of Invitel Denmark ordinary shares.

In the case of a future increase of Invitel Denmark s share capital for payment in cash, holders of Invitel Denmark s ordinary shares are generally entitled to preemptive rights pursuant to the Companies Act and the articles of association of Invitel Denmark. To the extent that preemptive rights are granted, U.S. and certain other non-Danish holders of Invitel Denmark ordinary shares and holders of Invitel Denmark ADSs may not be able to exercise preemptive rights for their ordinary shares, including in connection with an offering of ordinary shares below market value, unless Invitel Denmark decides to comply with applicable laws, regulations and other requirements in the relevant countries and, in the case of U.S. holders, unless a registration statement under the Securities Act is effective with respect to those rights, or an exemption from the registration requirements thereunder is available. No assurance can be given that any steps will be taken in any jurisdiction or that any registration statement will be filed to enable the exercise of such holders preemptive rights.

In addition, although they may vote through a broker depositary, holders of Invitel Denmark s ordinary shares outside Denmark and holders of Invitel Denmark ADSs may face difficulties exercising their rights to vote at General Meetings of Invitel Denmark. For example, the rights of holders of Invitel Denmark ADSs will be governed by the deposit agreement. The notice period agreed with the depositary of 30 days may under certain circumstances exclude the ADS holders from taking part in shareholders meetings of the company.

For more information regarding the characteristics of, and differences between, HTCC Delaware common stock, Invitel Denmark ADSs and Invitel Denmark ordinary shares, please refer to Description of Ordinary Shares of Invitel Denmark on page 149, Description of Invitel Denmark American Depositary Shares, beginning on page 153 and Comparison of Rights of Stockholders/Shareholders beginning on page 164.

***Invitel Denmark ADSs may not be as liquid as HTCC Delaware common stock.***

There is a possibility that Invitel Denmark ADSs will be less liquid than HTCC Delaware common stock or, if we decide to list the Invitel Denmark ordinary shares on a European stock exchange, than the market for such ordinary shares. In addition, investors may incur higher transaction costs when buying and selling Invitel Denmark ADSs than they would incur in buying and selling HTCC Delaware common stock.

***After the completion of the merger, the market price of Invitel Denmark ADSs may not be identical, in U.S. dollar terms, to the market price of Invitel Denmark ordinary shares.***

In the event that we decide to list Invitel Denmark ordinary shares on a European exchange, while the market price of Invitel Denmark ADSs is expected to fluctuate according to the market price of Invitel Denmark ordinary shares and according to changes in the U.S. dollar euro exchange rate, there is no guarantee that this relationship will be observed at all times, or at any time. The market price of Invitel Denmark ADSs may differ from the market price of Invitel Denmark ordinary shares in U.S. dollar terms for a number of reasons, including the relative liquidity of Invitel Denmark ADSs and Invitel Denmark ordinary shares.

***As a result of increased shareholder approval requirements, Invitel Denmark may have less flexibility than HTCC Delaware with respect to certain business combinations.***

Under Danish law, certain corporate transactions, such as a sale of all shares in the company by way of a merger, require the approval of at least two thirds of votes cast as well as two thirds of the share capital represented at the shareholder s meeting. By contrast, a merger under Delaware law would only require a simple majority of shareholder votes. These increased shareholder approval requirements may limit our flexibility to enter into or complete certain business combinations that may be beneficial to shareholders. See Comparison of Rights of Stockholders/Shareholders on page 164.

***The reorganization will result in additional cost to us, some of which will be incurred whether or not the reorganization is completed.***

The completion of the reorganization will result in an increase in some of our ongoing expenses and require us to incur some new expenses. For example the costs of holding board meetings, which must be held in Hungary in order to maintain our tax residence in Hungary, are expected to be higher than was the case for board meetings of HTCC Delaware, which could be held anywhere in the world or by telephone. We also expect to incur new expenses, including the addition of professional fees to comply with Danish corporate law and Hungarian tax laws. In addition, we will incur certain transaction costs in connection with the reorganization whether or not the reorganization is completed. The reorganization may also result in indirect costs by diverting attention of management and employees from our business.

***As a result of the merger, we may fail to comply with certain covenants under our senior credit facilities agreement, which may result in a default.***

As a result of the merger, we may fail to comply with certain covenants contained in our senior credit facilities agreement, as amended and restated.

We are in discussions with several financing sources to refinance our senior credit facilities agreement and our bridge loan agreement, and intend to seek any required waivers permitting the merger as part of such refinancing. There can be no assurance regarding the outcome or the scope of these refinancing discussions. If we choose not to refinance our bridge loan or the market conditions make a refinancing prohibitive, we intend to convert the bridge loan to term loans maturing in 2016, conversion of which is permitted, subject to certain conditions, pursuant to the bridge loan agreement.

In the absence of any required waivers described above or a refinancing that includes such waivers, we may reconsider or abandon the implementation of the company s reorganization.

**Risks Relating to Our Business**

***We have experienced substantial net losses and may need additional liquidity in the foreseeable future.***

During the nine months ended September 30, 2008, we incurred substantial net losses (approximately $44 million) and used a substantial amount of cash for capital investments and acquisitions. We currently anticipate a net loss for the fourth quarter of 2008 in line with those reported in prior quarters of 2008. We also may require additional financing in the foreseeable future. Although we expect that we will continue to be in compliance with the debt covenants contained in our financing agreements (provided that we obtain any necessary waivers in connection with the reorganization merger under our senior credit facilities agreement), based on current projected results of operations, it is possible that we will not be able to comply with certain debt covenants. However, we cannot assure you that we will be able to obtain a waiver for any non-compliance with any debt covenant or that we will be able to improve our results of operations or obtain additional financing.

The global capital and credit markets have been experiencing extreme volatility and disruption during the past year, which could limit the availability and increase the cost of financing. The availability of financing will depend on a variety of factors, such as economic and market conditions, the availability of credit, as well as the possibility that lenders could develop a negative perception of the prospects of our company, the industry generally or the geographic markets where we operate. It may be difficult or impossible to obtain financing in the event that the company needs additional liquidity in the near future.

***Our revenue and cash flow will be adversely affected if the Hungarian fixed line market further declines and our Mass Market Voice business declines at a higher rate than we expect.***

Our business strategy depends, in part, on our ability to manage our Mass Market Voice operations, in terms of both our revenue and our market share. The Mass Market Voice market in Hungary has continued to decline, in terms of both the number of lines and total voice traffic. However, the rate of decline of the Mass Market Voice market has slowed. We experienced a decline in the number of Mass Market Voice lines in our historical concession areas from approximately 474,000 lines, 424,000 lines, and 405,000 as at December 31, 2005, 2006, and 2007, respectively, to 389,000 lines as at September 30, 2008.

We believe that the declines in the number of our fixed lines and in the Hungarian fixed line market in general have been caused primarily by competition from mobile operators and, to a lesser extent, cable television operators. Although fixed-to-mobile churn, or the percentage of customers that disconnect or are terminated from service relative to the customer base, has decreased due to the very high mobile penetration in Hungary of over 100% by the end of 2007, continued fixed-to-mobile substitution is likely to continue to have a negative impact on the fixed line market. We are also facing, and will likely continue to face, additional competition in our historical concession areas from T-Com, the largest incumbent fixed line operator, and from cable television operators (most significantly UPC Kabelcom and T-Kabel, a cable television operator affiliated with T-Com) offering voice services in triple play (combined cable television, Internet and voice) service packages, which could further affect our operations. We do not provide mobile services to the residential market. However, we have grown our DSL activities faster than the market in 2006, 2007 and during the first nine months of 2008. We believe that the growth of our DSL customer base could help increase line retention and stimulate fixed line Average Revenue Per User ( ARPU ) growth, and thereby help mitigate the decline in our Mass Market Voice business. Furthermore, in June 2008 we launched our InviTV IPTV service, whereby we are now also offering TV service over DSL (in both triple and dual play bundles) to mass market customers in most of our historical concession areas. We plan to introduce IPTV services in our remaining historical concession areas in February of 2009. We believe that this will further encourage broadband usage and thereby potentially reduce fixed line churn. Nonetheless, a decline in our Mass Market Voice business at a rate greater than we anticipate, through a decrease in the number of lines and/or traffic could have a material adverse effect on our business, operating results and financial condition.

***Our failure to increase revenue in the Mass Market Internet market may adversely affect our results of operations and reduce our market share.***

Our strategy includes increasing our market penetration in a growing Mass Market Internet market. The Hungarian government has been promoting Internet usage throughout Hungary with the goal of making Hungary the logical regional hub for Central and Eastern Europe based on a knowledge-based economy, innovation and high-tech industries. We are planning on increasing our revenue from Internet services to offset our decreased revenue from our Mass Market Voice services. If Hungary s Internet usage does not grow as expected, or if our competitors are more successful at obtaining new customers or the competition negatively affects pricing more than we expect, we may not be able to increase our revenue in the Mass Market Internet market as planned, which could have a material adverse effect on our results of operations and reduce our market share.

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***If we are not able to manage costs while effectively responding to competition and changing market conditions, our cash flow may be reduced and our ability to service our debt or implement our business strategies may be adversely affected.***

Our business plan is dependent on our ability to effectively manage the costs associated with running our business. If we need to respond to actions by our competitors or unanticipated changes in our markets, we may be required to make investments in our business and other expenditures which would reduce our cash flow available for other purposes. This could have a negative impact on our ability to service existing debt and our business, results of operations and financial condition could be adversely affected.

***We are subject to increased competition due to the liberalization of the telecommunications sector, the business strategies of our competitors, prevailing market conditions and the effect of E.U. regulation on the Hungarian telecommunications market, which may result in the loss of customers and market share.***

Competition in the Hungarian telecommunications sector has increased since 2001 as a result of market liberalization measures introduced by Act XL of 2001 on Communications (the 2001 Communications Act ) and more recently the 2004 Communications Act. The 2004 Communications Act promotes competition in fixed line and mobile telecommunications services through, among other things, the transposition of relevant E.U. directives and regulations and the imposition of universal service obligations ( USO ), cost accounting, price controls, Carrier Pre-Selection, Carrier Selection, Local Loop Unbundling and number portability. The 2004 Communications Act also grants powers to the regulatory authority to impose obligations on market participants to remedy competitive deficiencies. As a result, we have faced, and could continue to face, increasing competition.

Our competitors include mobile and fixed line telecommunications services providers in both the Mass Market and Business markets and cable television operators (offering triple play packages comprised of television, Internet and voice services) specifically in the Mass Market. The scope of competition and its effect on our business, operating results and financial condition will depend on a variety of factors that we currently cannot assess with precision and that are for the most part outside of our control. Such factors include, in addition to the regulatory measures described above, the business strategies and capabilities of potential competitors, prevailing market conditions and the effect of E.U. regulation on the Hungarian telecommunications market (where fixed line penetration is significantly lower than in Western Europe), as well as the effectiveness of our efforts to address increased competition.

Competition in any or all of our services has led to, and may continue to lead to:

- price erosion;
- loss of market share;
- loss of existing customers and greater difficulty in obtaining new customers;
- the need for more rapid deployment of new technologies as existing technologies are becoming obsolescent at a more rapid pace; and
- other developments that could have a material adverse effect on our financial condition and results of operations.

Increased competition has led to, and may continue to lead to, increased customer churn. Customer churn is a measure of customers who stop purchasing our services, as manifested by the loss of either voice traffic (as measured in minutes) or lines, leading to reduced revenue. Fixed-to-mobile substitution has increased customer churn in both the Mass Market and Business markets in the past, although we believe that the rate of fixed-to-mobile substitution has decreased since the beginning of 2005 as a result of Hungary s very high mobile

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penetration rate, which reached over 100% by the end of 2007. Further, we continue to face increasing competition from cable television operators. Although we try to control customer churn by improving our customer service, introducing new customized service offerings, utilizing effective advertising and through other means, if we are unsuccessful in any of these initiatives, our customer churn could further increase and our business could be materially adversely affected.

***We may seek to grow our business through additional acquisitions, which could entail a number of risks.***

We may seek to grow the company and businesses by making further acquisitions of, or entering into partnerships and joint ventures with, other fixed line carriers, mobile operators, Internet operators or cable television operators in order to maintain our competitive position. Any current or future acquisition, partnership or joint venture may require that we make significant cash investment, issue stock or incur substantial debt. In addition, acquisitions, partnerships or investments may require significant managerial attention, which may be diverted from our other operations. These capital, equity and managerial commitments may impair the operation of our businesses. Furthermore, any future acquisitions of businesses or facilities could entail a number of additional risks, including, problems with effective integration of operations, inability to maintain key pre-acquisition business relationships, increased operating costs, exposure to unanticipated liabilities, and difficulties in realizing projected efficiencies, synergies and cost savings.

***The current global financial crisis may result in the deterioration of economic conditions in our operating areas, which may impact demand for our services and affect our ability to refinance our existing debt or obtain additional financing. Austerity measures introduced by the Hungarian government may similarly impact demand for our services.***

Our business is affected by general economic conditions in Hungary and internationally. There are many factors that influence global and regional economies which are outside of our control. A cautious or negative business outlook may cause our Business customers to delay or cancel investment in information technology and telecommunications systems and services, which may adversely and directly affect our revenue and, in turn, slow the development of new services that could become future revenue sources for us. Although our revenue does not appear to have been significantly adversely affected during the last quarter of 2008, a further deterioration of the global and regional economies could have a material adverse effect on our business, operating results and financial condition. The current global financial crisis may result in the deterioration of economic conditions in our operating areas. The impact of the credit crisis on our customers may adversely impact the overall demand for our products and services. This in turn may result in decreased revenue. In addition, a continued credit crisis may affect our ability to refinance our existing debt or obtain additional financing.

Budget deficits as a percentage of GDP have remained relatively high for Hungary over the last several years. The Updated Convergence Program, a government plan consisting of austerity measures to redress the Hungarian economy and which was endorsed by the European Commission in September 2006, contemplates a reduction in the general government budget deficit.

In an effort to halt the growth of the budget deficit and generate additional government revenue, the Hungarian Parliament adopted certain tax law amendments, taking effect as of September 2006 (such as a 4% solidarity tax), and additional tax increases were introduced as of January 1, 2007. Such measures affect the vast majority of taxpayers in Hungary, including individuals and corporate entities. The austerity measures are likely to reduce the purchasing power of individuals in Hungary, which may result in a reduction in demand for our services. Since the austerity measures and tax increases were introduced, the company has noted a decrease in revenue from fixed lines. However, we are not in a position to determine whether this decrease is caused by the aforementioned measures.

In addition to a significant budget deficit, in recent years the Hungarian economy has been marked by a large current account deficit, rapid credit growth and a reliance of Hungarian businesses and consumers on foreign currency loans. These factors have left Hungary especially vulnerable to a financial crisis.

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Since December 23, 2008, the base interest rate of the National Bank of Hungary has been 10%. At the end of October 2008, the Hungarian government adopted a set of policies agreed upon with the E.U., the European Central Bank and the International Monetary Fund to bolster the Hungarian economy s near-term stability and improve its long-term growth potential by ensuring fiscal sustainability and strengthening the financial sector. In addition, the International Monetary Fund extended Hungary significant financial assistance. These challenging economic conditions, the continuing turmoil in the financial sector and macroeconomic policies made in response to these conditions could have a material adverse effect on our business, financing, operating results and financial condition.

Economic and political developments in other Central and Eastern European countries may also impact our business. For example, Bulgaria and Romania joined the E.U. on January 1, 2007. Turkey has applied for E.U. membership but is still being considered. Over the past two decades, the Turkish economy has undergone a transformation from a highly protected and regulated system to a free market system. The Turkish economy has experienced severe macroeconomic imbalances, including substantial budget deficits, significant balance of payment deficits, high rates of inflation and high real rates of interest (which are nominal interest rates less inflation).

***The loss of key senior management could negatively affect our ability to implement our business strategy and generate revenue.***

Our performance and continued success depends, in part, on our senior management. In particular, we depend in large part on the knowledge, expertise, reputation and services of our Chief Executive Officer Martin Lea and our Chief Financial Officer Robert Bowker. The familiarity of these individuals with our company and our business, their experience in management and with financial matters, and their combined experience in the telecommunications market generally make them important to our continued success. The loss of any members of our senior management could negatively affect our ability to implement our business strategy and generate revenue.

***Technological changes and the shortening life cycles of our services and infrastructure may affect our operating results and financial condition and may require us to make unanticipated capital expenditures.***

The telecommunications industry is characterized by rapidly changing technology, related changes in customer demands and the need for new services at competitive prices. Technological developments are also shortening life cycles of both services and the business infrastructure on which those services are based, and are facilitating convergence of different segments of the increasingly global information industry. In addition, competition based on alternative technologies, such as cable television networks or voice-over IP, wireless based technologies or radio-based alternative networks in our voice markets, could provide a lower cost solution or render our services obsolete or cost-inefficient in our markets.

Our future success will be impacted by our ability to anticipate, invest in and implement new technologies in order to provide services at competitive prices. Technological advances may also affect our operating results and financial condition by shortening the useful life of some of our assets or by requiring us to make additional unanticipated capital expenditures, particularly in connection with our network. If we need to respond to actions by our competitors or unanticipated changes in our markets or market conditions, we may be required to make investments in our business and other expenditures which would reduce our cash flow available for other purposes, including servicing our debt.

***Network or system failures could result in reduced user traffic and revenue, or require unanticipated capital expenditures, and could harm our reputation.***

Our technical infrastructure (including our network infrastructure for fixed-network services) is vulnerable to damage or interruption from information technology failures, power loss, floods, windstorms, fires, intentional wrongdoing and similar events. Unanticipated problems at our facilities, network or system failures, hardware or software failures or computer viruses could affect the quality of our services and cause service interruptions. Any of these occurrences could result in reduced user traffic and revenue, or require unanticipated capital expenditures, and could harm our reputation.

***Our IT systems are critical to our business and a failure of these systems could negatively affect our ability to service our customers.***

We depend on our ability to store, retrieve, process and manage a significant amount of information. If our IT systems fail to perform as expected, or if we suffer an interruption, malfunction or loss of information processing capabilities, it could negatively affect our ability to service our customers.

***We are dependent on third party vendors for our information, billing and network systems as well as IPTV service. Any significant disruption in our relationship with these vendors could increase our costs and affect our operating efficiencies.***

Sophisticated information and billing systems are vital to our ability to monitor and control costs, bill customers, process customer orders, provide customer service and achieve operating efficiencies. We currently rely on internal systems and third party vendors to provide some of our information and processing systems as well as applications that support our IP services, including IPTV. Some of our billing, customer service and management information systems have been developed by third parties for us and may not perform as anticipated. In addition, our plans for developing and implementing our information systems, billing systems, network systems and IPTV service rely on the delivery of products and services by third party vendors. Our right to use these systems is dependent upon license agreements with third party vendors. Some of these agreements are cancelable by the vendor, and the cancellation or nonrenewable nature of these agreements could impair our ability to process orders or bill our customers. Since we rely on third party vendors to provide some of these services, any switch in vendors could be costly and affect operating efficiencies.

***Our operations require substantial capital expenditures, which we may not be able to fund from cash generated from operations or financing facilities.***

We require substantial capital to maintain, upgrade and enhance our network facilities and operations. While we have historically been able to fund capital expenditures from cash generated from operations and financing facilities, this may not be possible in the future and the other risks described in this section could materially reduce cash available from operations or significantly increase our capital expenditure requirements, and these outcomes could cause capital not to be available when needed. This could adversely affect our ability to implement our business strategy and result in a reduction of revenue.

Capital expenditures as a percentage of cash generated from operating activities were 50% in 2005, 53% in 2006 and 63% in 2007 (based on cash flow statements in our year-end financial statements for 2007).

***A significant amount of revenue from our wholesale segment is expected to be earned from a single customer.***

We have entered into a 20 year agreement with Vodafone Turkey to provide telecommunication and network communication services. This contract is a significant portion of our wholesale segment revenue. Vodafone is a significant buyer of our services in Turkey under this contract. In order to provide services under this contract we have incurred significant capital expenditures. If Vodafone Turkey does not perform or provide payment for services as outlined in the contract, there may be a material effect on our results of operations and financial condition, which may include a write down for impairment of our network equipment in Turkey.

For the nine months ended September 30, 2008, revenue generated from Vodafone Turkey amounted to EUR 1.3 million (approximately $1.9 million) or approximately 1.3% of total wholesale revenue for the same period ($145.4 million). Going forward, we expect a larger percentage of our wholesale revenue (approximately 5.5% in 2009) to be attributable to the services we provide to Vodafone Turkey.

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***If we expand into international markets, our inexperience outside Hungary would increase the risk that our international expansion efforts will not be successful, which would in turn limit our prospects for growth.***

We may explore expanding our business to other countries. Expansion into international markets requires significant management attention and financial resources. In addition, we may face the following risks associated with any expansion outside Hungary:

- challenges caused by distance, language and cultural differences;
- legal, legislative and regulatory restrictions;
- currency exchange rate fluctuations;
- economic instability;
- longer payment cycles in some countries;
- credit risk and higher levels of payment fraud;
- potentially adverse tax consequences; and
- higher costs associated with doing business internationally.

These risks could harm our international expansion efforts, which would in turn harm our business prospects.

***Legal contingencies and liabilities could have a substantial negative impact on our financial condition, cash flows and profitability.***

We are subject, in the ordinary course of business, to litigation and other legal claims. We cannot be certain that we will have a successful outcome or that our cash flow will be sufficient to cover all future claims against us. Any increase in the frequency and size of these claims, may adversely impact our profitability and cash flow. After originally prevailing in a suit brought against us before the Metropolitan Court of Budapest, the Metropolitan Court of Appeal recently ruled in favor of three Hungarian municipalities seeking payment in connection with a provision in some of our concession contracts regarding the payment of local municipality taxes. We have currently recorded a liability of HUF 2.2 billion (approximately $13 million). These factors may have a material adverse effect on our results of operations and financial condition. In addition, if these claims rise to a level of frequency or size that is significantly higher than similar claims made against our competitors, our reputation and business will likely be harmed. For further information regarding our legal proceedings, see the description on page 78.

**Risks Relating to Regulatory Matters**

***The changing regulatory environment, the difficulty to predict the result of certain market analyses by the regulator, price regulations, and other regulatory initiatives and investigations could affect the results of our operations, our financial condition and the success and profitability of our business.***

The 2004 Communications Act has resulted in significant changes to the Hungarian telecommunications sector and the regulatory environment is constantly changing. The National Communications Authority (the NHH ) was established in 2004 and is now the sole agency responsible for oversight and monitoring of the Hungarian telecommunications industry, with the power to impose regulatory remedies. In 2006 the Ministry of Information Technology and Communications (the government department responsible for legislation relating to the Hungarian telecommunication industry) was incorporated into the Ministry of Economics and Transport. For a more detailed discussion of Hungary s telecommunications industry regulation, please see Business Hungarian Regulatory Environment on page 60.

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This regulatory regime entails a number of risks that may adversely impact our business:

The frequent changes in the telecommunications regulatory regime (including the fact that the NHH was only established in 2004), combined with the recent increased activity in the telecommunications industry by the Hungarian Competition Office (the GVH ) and the National Consumer Protection Agency (the NFH ), could cause or lead to inconsistent implementation and interpretation of laws governing the electronic communications industry, thereby hampering the stability of the regulatory environment. Such uncertainties in the regulatory environment could, in turn, negatively impact our future growth and profitability.

The NHH conducts market analysis exercises in order to determine the competitiveness of the market. However, the results of such analyses are often difficult to predict and the process is constantly being reviewed and modified both on the national and the international level pursuant to the E.U. Framework Review. If we are unable to respond effectively to the evolving regulatory policies implemented by the NHH, our ability to compete and the profitability of our business may be impaired.

Although the regulatory findings of the NHH may be challenged before the courts, the resolutions imposed by the NHH are immediately enforceable unless injunctive relief is granted by the courts. Due to the lengthy nature of Hungarian court proceedings, therefore, even if a court decision is ultimately favorable to us, our business may already be adversely affected.

If the NHH does not respond effectively to changes in the market environment by changing the regulatory obligations imposed on us or on other incumbents in step with changes in the market, our ability to operate competitively in our industry may be adversely affected.

The NHH has designated us as a service provider with significant market power ( SMP ). As a result, the NHH issued resolutions forcing us to adopt changes in our pricing models. As an operator with SMP, we have been required to submit a Reference Interconnection Offer ( RIO ) and a Reference Unbundling Offer ( RUO ) to the NHH, which reviews the cost-based models submitted by us, and evaluates them by comparison to a hypothetical efficient company. On the basis of such review, the NHH may intervene and regulate the wholesale prices included in our RIOs and RUOs which may adversely affect our business and results of operations.

Our universal service fees and our residential and non-residential access fees are subject to price regulation such as price caps, which have previously been applied with retroactive effect. As a result, we cannot predict with certainty that our current pricing strategy will not result in penalties or in adverse changes to our price caps. Any such changes in the price caps could restrict our ability to determine our retail voice tariffs and could thereby reduce our profitability.

The NHH and the GVH regularly conduct investigations regarding market participants compliance with applicable laws and regulations. The NHH has the power to impose severe penalties for market participants failure to comply with applicable laws and regulations, including penalties based on a company s annual revenue. The GVH is also empowered to impose significant penalties (up to 10% of a company s annual revenue) in the event of a breach of competition laws. In 2006, both regulatory bodies issued strategy and position papers that may result in conflicting obligations on operators. In addition, both regulatory authorities have increased their consumer protection efforts. Therefore, given the increasing complexity and consequences of regulatory investigations and the indeterminate amounts at stake, regulatory disputes could have a material adverse effect on our operating results or cash flows.

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The power of the NFH has been increased due to the adoption of the Unfair Commercial Practices Directive (the UCP ), which created a new regulatory environment with conflicting or unclear rules whose application may be unpredictable. The NFH may impose a penalty of up to HUF 2 billion (approximately $9.9 million).

In October 2006, the NHH published a new resolution regarding the regulation of the wholesale market for call termination in individual mobile networks, as a result of which all three mobile carriers in Hungary had to decrease their termination fees to cost level plus a reasonable return above cost by January 1, 2009. According to the NHH s own cost model, the average cost-based termination fee, independent of the time of day, is HUF 16.84 per-minute. In addition, the NHH published a subsequent draft resolution in 2008 that prescribes a gradual, yearly decrease to HUF 11.86 by December 1, 2010. However, there is no guarantee that the NHH will succeed in this regard because mobile operators can build different cost models to maintain higher fees or they may appeal this regulation in court. The mobile operators have challenged prior regulatory changes to their termination fees in the courts and these cases are still pending. The mobile termination fee is an important element of our business model and uncertainties in this area could adversely affect our business.

We are required to reduce the universal telephone package tariffs for calls to mobile networks in accordance with a gradual reduction of mobile termination charges. As the compliance with these pass-on obligations in 2003, 2004, 2005, 2007 and 2008 has been complicated by ongoing legal proceedings initiated by mobile operators seeking to restore the previous termination fees, we tried to offset the cumulative effect of the pass-on obligation with other retail price decreases. The NHH accepted this solution but we still have to prove, in a market surveillance balance, that we met this obligation through price reductions and the NHH might require us to further cut the retail price of fixed-to-mobile calls.

The NHH may introduce new regulatory policies in the future (for example, regarding wholesale line rental, new interconnection models such as bill-and-keep, next generation network regulation, functional separation, or geographic segmentation) that may have a negative impact on our business and affect our profitability.

There are strong indications that the NHH will not be regulating the cable television industry. Whether or not the NHH ultimately decides to regulate the cable television industry could affect our market share and pricing in the future. There is also a risk that either the NHH or the GVH will stop us from using certain defensive marketing strategies with respect to the cable television industry, which could similarly affect our market share and pricing in the future.

In addition to Hungary, we are also subject to the regulatory regimes in Austria, Turkey and certain Eastern European countries. Lack of clarity with respect to Turkish telecommunications law, the Turkish legal system and/or the regulatory framework governing the Turkish telecommunications industry could impede our ability to operate effectively and have a detrimental effect on our business and operational results.

***Changes in E.U. law and implementation thereof as well as new laws in Bulgaria, Romania and Turkey could result in adverse consequences for our business, results of operations and financial condition.***

Before joining the E.U. in 2004, Hungary revised its telecommunications laws to further promote competition and harmonize its telecommunications laws with the current E.U. framework. Our business, results of operations and financial condition could be adversely affected by changes in E.U. laws and regulations which may require Hungary to revise its telecommunications laws in a manner that increases competition, decreases revenue or requires us to expend additional resources.

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In addition, we are also exposed to evolving legislation in newer member states such as Bulgaria and Romania. Further, Turkey s accession talks with the E.U. may require further modifications in the regulatory framework governing the Turkish telecommunications industry, any or all of which may be detrimental to our competitive position or our operational results.

**Risks Relating to Our Existing Debt**

***We are in discussions regarding the refinancing of our senior credit facilities agreement and our bridge loan agreement, the outcome of which could adversely affect our financial position.***

We are in discussions with several financing sources to refinance our senior credit facilities agreement and our bridge loan agreement. If we choose not to refinance our bridge loan or the market conditions make a refinancing prohibitive, we intend to convert the bridge loan to term loans maturing in 2016, which conversion is permitted, subject to certain conditions, pursuant to the bridge loan agreement. The senior facility term loans are amortizing loans with a maturity date of June 30, 2011. No amount repaid or prepaid in relation to the term loans may be redrawn.

There can be no assurance regarding the outcome or the scope of these refinancing discussions and the terms of any refinancing may adversely affect our financial position.

Recent disruptions in the credit markets have resulted in decreased availability of credit and increased interest rates. Since refinancing or payment of the loans is uncertain, illiquidity in the credit markets could negatively affect the outcome of discussions or the terms of refinancing.

***Our substantial debt could adversely affect our financial position and may limit our ability to take certain actions. Our debt also requires us to dedicate a large portion of our cash flow from operations to fund debt payments, reducing our ability to use such cash flows to fund working capital or capital expenditures.***

We have a significant amount of debt and significant debt service obligations. As of September 30, 2008, our total third-party debt was approximately $800 million. Our substantial debt could have important adverse consequences for us. For example, our substantial debt:

- will require us to dedicate a large portion of our cash flows from operations to fund payments on our debt, thereby reducing the availability of our cash flows to fund working capital, capital expenditures and other general corporate needs;
- will increase our vulnerability to adverse general economic or industry conditions;
- could limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate;
- could limit our ability to raise additional debt or equity capital in the future;
- could restrict us from making strategic acquisitions or exploiting business opportunities;
- could make it more difficult for us to satisfy our obligations with respect to our debt; and
- could place us at a competitive disadvantage compared to our competitors that have less debt.

***We may be able to incur substantially more debt in the future which would increase our leverage risks.***

We may be able to incur substantial additional debt in the future. Although the indentures governing our outstanding notes and our credit agreement governing our credit facilities contain restrictions as to the incurrence

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of additional debt, these restrictions are subject to a number of significant qualifications and exceptions and additional debt incurred albeit in compliance with these restrictions could be substantial. To the extent new debt is added to our current debt level, the substantial leverage risks described above would increase.

***Our ability to generate cash depends on many factors beyond our control, and we may not be able to generate sufficient cash to service our debt.***

Our ability to pay or refinance our debt will depend upon our future operating performance, which will be affected by general economic, financial, competitive, regulatory and business factors, some of which may be beyond our control.

We anticipate that our operating cash flows, together with the money we can borrow under our credit facilities, will be sufficient to meet anticipated future operating expenses and to fund capital expenditures. However, we cannot assure you that our business will generate sufficient cash flows from operations, that currently anticipated revenue growth and operating improvements will be realized, or that future borrowings will be available to us under our credit facilities in amounts sufficient to enable us to pay our debt or to fund our other liquidity needs. If we are unable to meet our debt service obligations or fund our other liquidity needs, we may be required to:

- reduce or delay capital expenditures;
- limit our growth;
- seek additional debt financing or equity capital;
- forego opportunities, such as the acquisitions of other businesses;
- sell assets; or
- restructure or refinance our debt.

***If we are required to reduce or delay capital expenditures, limit our growth, seek additional debt or equity capital, forego opportunities, sell assets or restructure or refinance our debt in order to meet our debt service obligations or fund our other liquidity needs, we cannot assure you that any of these actions could be effected on favorable terms or at all.***

The indentures governing our outstanding notes and our credit agreement governing our credit facilities impose restrictions on our ability to take certain actions and require us to comply with financial covenants, the terms of which we may fail to satisfy.

We cannot assure you that the operating and financial restrictions and covenants in our debt instruments, including the indentures governing our notes and the credit agreement governing our credit facilities, will not adversely affect our ability to finance our future operations or capital needs, or engage in other business activities that may be in our interest. Our senior credit agreement requires us to maintain certain financial ratios. In addition, we are required to comply with certain negative financial and other covenants. Our ability to meet these tests and comply with these covenants may be affected by events beyond our control and, as a result, we may be required to seek waivers or consents in the future in respect of our credit facilities. We cannot assure you that these waivers or consents will be granted. A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under our credit facilities.

In addition, the credit agreement and the indentures governing our notes contain restrictions that substantially limit the financial and operational flexibility of our subsidiaries. In particular, these agreements place limits on our ability to incur additional debt, grant security interests to third persons, dispose of material

assets, undertake organizational measures such as mergers, changes of corporate form, joint ventures or similar transactions, and enter into transactions with related parties. Other limitations of our credit agreement and the indentures governing our notes restrict our ability to pay dividends. Our ability to comply with these provisions may be affected by changes in economic or business conditions or other events beyond our control.

If we do not comply with the covenants and restrictions in our credit agreement and the indentures governing our notes, we could be in default under those agreements. In the event of any default under the credit agreement, the lenders under such facilities will not be required to lend any additional amounts to us and could elect to declare all outstanding borrowings, together with accrued interest and other fees, to be due and payable, require us to apply all of our available cash to repay these borrowings or prevent us from making debt service payments on our notes, any of which would be an event of default under the notes. Any default under the credit agreement or the indentures governing our notes could lead to an acceleration of debt under other debt instruments that contain cross acceleration or cross default provisions. If we are unable to repay any such borrowings when due, the lenders under the credit agreement could proceed against the collateral securing our notes, as well as other assets securing the credit agreement. If the debt under the credit agreement or the notes were to be accelerated, it is possible that this collateral would not be sufficient to repay such debt in full.

***We are subject to currency exchange rate risks.***

Since we generate a substantial amount of our revenue in Hungarian forints, our ability to repay debt and other liabilities denominated in currencies other than the Hungarian forint can be adversely affected by the weakening of the Hungarian forint against such non-Hungarian currencies. For example, our notes are euro-denominated debt. If the Hungarian forint were to weaken against the euro, we would need a greater amount of Hungarian forints to pay the same amount of euro-denominated debt. Therefore, changes in Hungarian forint/euro exchange rates could adversely affect our ability to service our debt.

***We are subject to risks resulting from fluctuations in interest rates, which could adversely affect our ability to service our debt.***

The interest rates on our bank credit facilities and some of our notes are variable rates tied to current market interest rates. An increase in market interest rates could adversely affect our ability to service our debt.

***Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risk exposure.***

We evaluate and review our risk management policies and procedures on a regular basis and expect to continue to do so in the future. Nonetheless, our hedging strategies and other risk management techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some of our methods of managing risk are based upon our use of observed historical market behavior. As a result, these methods may not predict future risk exposures, which could be significantly greater than the historical measures indicate. Our hedging strategies and other risk management techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk.

**Risks Relating to Our Reported Financial Results**

***The preparation of our financial statements in accordance with IFRS following the merger may have a significant effect on our reported financial results.***

The SEC permits foreign private issuers to file financial statements in accordance with International Financial Reporting Standards or IFRS, as issued by the International Accounting Standards Board ( IASB ). At any time in the future, as a foreign private issuer, we may decide to prepare our financial statements in accordance with IFRS as issued by the IASB. The application by us of different accounting standards, a change in the rules of IFRS as issued by the IASB, or in the SEC s acceptance of such rules, could have a significant effect on our reported financial results.

***We are subject to fluctuations in currency exchange rates which could have an adverse effect on our reported financial results.***

As a Delaware incorporated company, we currently report our financial results in U.S. dollars, our reporting currency, while a substantial portion of our revenue and expenses and liabilities are in currencies other than the U.S. dollar, mainly Hungarian forints and euros. At any time in the future, as a foreign private issuer incorporated in Denmark, we may decide to adopt the euro as our reporting currency, while a substantial portion of our revenue and expenses and liabilities will be in other currencies, mainly Hungarian forint.

*Effect on Revenue and Expense Translation in Our Statement of Operations*. Changes in the Hungarian forint/U.S. dollar exchange rate will have an impact on the amounts reported by us in our financial statements when we translate such forint amounts into U.S. dollars for reporting purposes. For example, if we had the same amount of revenue in Hungarian forints during two consecutive financial reporting periods and the value of the Hungarian forint appreciates against the U.S. dollar during the second financial reporting period as compared to the first financial reporting period, we would report higher revenue in U.S. dollars during the second financial reporting period even though the amount of revenue in Hungarian forint remained the same during each of the two financial reporting periods. Conversely, if the Hungarian forint weakened against the U.S. dollar during the second financial reporting period as compared to the first financial reporting period, we would report lower revenue in U.S. dollars during the second financial reporting period even though the amount of revenue in Hungarian forint remained the same during each of the two financial reporting periods. Therefore, fluctuations in the Hungarian forint/ U.S. dollar exchange rate can have a material impact on our reported financial results.

*Subsidiary Debt Denominated in a Currency Other than the Hungarian Forint* Effect on Statement of Operations Our Hungarian subsidiaries functional currency for accounting purposes is the Hungarian forint. Invitel, our operating subsidiary, for example, has debt denominated in a currency other than the Hungarian forint (euro). When Invitel prepares its balance sheet, it must re-value debt amounts denominated in currencies other than the Hungarian forint into Hungarian forint at the exchange rate in effect at the balance sheet date. Therefore, if Invitel were to hold the same amount of euro-denominated debt on two consecutive balance sheet reporting dates, and if the Hungarian forint appreciated against the euro on the second balance sheet reporting date as compared to the first balance sheet reporting date, Invitel would report less debt in Hungarian forint on its balance sheet, with respect to the euro-denominated debt, even though the amount of euro-denominated debt was the same on both balance sheet reporting dates. The difference in the amount of Hungarian forints reported for the euro-denominated debt for the two periods would be translated back into U.S. dollars at the average Hungarian forint/U.S. dollar exchange rate for the second period and be recorded as a foreign exchange gain for the period on our Consolidated Statement of Operations. Conversely, if the Hungarian forint depreciated against the euro on the second balance sheet reporting date as compared to the first balance sheet reporting date, Invitel would report more debt in Hungarian forint on its balance sheet, with respect to the euro-denominated debt, even though the amount of euro-denominated debt was the same on both balance sheet reporting dates. In this case, the difference in the amount of Hungarian forint reported for the euro-denominated debt for the two periods would be translated back into U.S. dollars at the average Hungarian forint/U.S. dollar exchange rate for the second period and be recorded as a foreign exchange loss for the period on our Consolidated Statement of Operations.

As a result of the above, while our reported financial performance may change, a significant portion of such change may be due to currency fluctuations.

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***Changes in accounting rules could have a material impact on our financial results.***

U.S. Generally Accepted Accounting Principles ( U.S. GAAP ) are subject to interpretation by the Financial Accounting Standards Board ( FASB ), the American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board ( PCAOB ), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. International Financial Reporting Standards are subject to interpretation by the International Accounting Standards Board. A change in these principles or interpretations could have a significant effect on our reported financial results.

***Changes in accounting assumptions or regulations could affect our financial results.***

Changes in accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or applications, could result in an impact on our financial results.

***The failure of our internal control over financial reporting could harm our business and financial results.***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with accounting principles generally accepted in the United States or, at some time in the future, IFRS. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of the financial statements; providing reasonable assurance that receipts and expenditures of our assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud.

***We, along with our independent registered public accounting firm, have identified one significant deficiency in our internal control over financial reporting as of December 31, 2007, which, if not properly remediated could result in misstatements in our financial statements in future periods.***

We, along with our independent registered public accounting firm, have concluded that there is one significant deficiency in the operation of our internal control over financial reporting as of December 31, 2007. A significant deficiency is a deficiency or combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of a registrant s financial reporting. A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. We and our independent registered public accounting firm specifically noted that our U.S. generally accepted accounting principles knowledge should be improved.

If the remedial policies and procedures that we implemented are not sufficient to address the control finding, or if additional control findings or other conditions relating to our internal controls are discovered in the future, we may fail to meet our future reporting obligations, the financial statements may contain misstatements and operating results may be adversely affected. Any such failure could also adversely affect the results of our periodic management evaluations and annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting. We cannot guarantee that measures to remediate the existing control findings will be sufficient, nor can we guarantee that additional control findings will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting. Reported internal control deficiencies could cause investors to lose confidence in our reported consolidated financial information or other reported financial information and, as a result, the market price of our securities could suffer.

***The internal control over financial reporting of Tele2 Hungary, Invitel and Memorex and their respective subsidiaries has not yet been evaluated in accordance with the provisions of the Sarbanes Oxley Act of 2002, and any deficiencies in Tele2 Hungary, Invitel or Memorex s internal controls or disclosure controls and procedures that we may find would require us to spend resources to correct those deficiencies and could adversely affect market confidence in our reported consolidated financial information and the market price of our securities.***

Maintaining effective internal control over financial reporting at Tele2 Hungary, Invitel and Memorex, including their respective subsidiaries, is necessary for us to produce reliable financial reports and is important in helping to prevent financial fraud. We are subject to Sections 302, 404 and 906 of the Sarbanes-Oxley Act of 2002 and the related rules of the SEC which require, among other things, our management to assess annually the effectiveness of our internal control over financial reporting and our independent registered public accounting firm to issue a report on the assessment of our management in our annual report. Because Invitel and Memorex were previously private companies, they have not been subject to the Sarbanes-Oxley Act of 2002. As independent companies, Tele2 Hungary, Invitel and Memorex and their respective subsidiaries did not operate under a fully documented system for accounting and internal control over financial reporting and were not required to maintain the disclosure controls and procedures applicable to public companies. Tele2 Hungary and Invitel will need to confirm and document that control structure as of December 31, 2008 and Memorex will need to document and improve it as of December 31, 2009. If we are unable to sufficiently integrate Tele2 Hungary s, Invitel s or Memorex s control structure and our own existing control structure or correct any deficiencies identified in a timely manner, we may conclude that our disclosure controls and procedures are not effective or that these circumstances constitute a material weakness in our internal control over financial reporting. If we were to reach such a conclusion, our management and independent registered public accounting firm would be unable to conclude in their reports that our internal control over financial reporting was effective. Investors could lose confidence in our reported consolidated financial information or other public disclosures and, as a result, the market price of our securities could suffer.

***We have a substantial amount of intangible assets, including goodwill, which may require an impairment adjustment in the future which could have a significant negative effect on our profitability.***

A substantial amount of intangible assets, including goodwill, have been recorded in connection with the accounting for our previous acquisitions. This goodwill will be subject to assessments of impairments on at least an annual basis. If an impairment is identified and an adjustment is required, it may have a material adverse effect on our profitability, which could adversely affect the market price of our common stock or other securities.

**Other Risks**

***Invitel Denmark shareholders will be subject to exchange rate risk.***

Invitel Denmark s ordinary shares will be denominated in euros. Accordingly, the value of the ordinary shares and the Invitel Denmark ADSs will be likely to fluctuate as the exchange rate between the local currency of the country in which an investor is based and the euro fluctuates. If the value of the euro decreases against the local currency of the country in which a holder of Invitel Denmark ordinary shares or Invitel Denmark ADSs is based, the value of such holder s ordinary shares and Invitel Denmark ADSs will decrease when measured in the local currency.

***Our business is subject to increasingly complex corporate governance, public disclosure, accounting, and tax requirements that have increased both our costs and the risk of noncompliance.***

Following the merger, we will remain subject to rules and regulations of the U.S. federal government and will become subject to the rules and regulations of the Danish government as well as the NYSE Alternext stock exchange on which our American depositary shares will be listed. These entities, including the Public Company Accounting Oversight Board ( PCAOB ), the SEC and NYSE Alternext, have issued a significant number of new and increasingly complex requirements and regulations over the course of the last several years. Various entities within and outside the United States federal government continue to develop additional regulations and requirements in response to laws enacted by the United States Congress, most notably the Sarbanes-Oxley Act of 2002. Our efforts to comply with these requirements have resulted in, and are likely to continue to result in, increased expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

We are subject to periodic audits or other reviews by such governmental agencies as well as governmental agencies in Hungary and other countries in Central and South Eastern Europe in which we operate. The SEC periodically reviews our public company filings. Any such examination or review requires management s time and a diversion of internal resources and, in the event of an unfavorable outcome, may result in additional liabilities or adjustments to our historical financial results.

***We have a majority shareholder whose interests may be different from the minority shareholders with respect to some matters.***

On February 2, 2009, TDC owned approximately 63.9% of the outstanding HTCC Delaware common stock, and will hold approximately 63.9% of Invitel Denmark ordinary shares after completion of the reorganization, subject to a possible increase in its shareholding as a result of a conversion of Series A Preferred Stock into 300,000 shares of HTCC Delaware common stock, after which it would hold approximately 64.6% of outstanding HTCC Delaware common stock. Four officers of TDC currently serve on HTCC Delaware s board of directors and, after completion of the merger, these officers will serve on the board of Invitel Denmark. TDC has, and will continue to have, directly or indirectly, the power to affect our business through their ability to control actions that require shareholder approval and through their representatives on our board of directors. They are not obligated to provide us with financial support. The interests of the majority shareholder and those of the minority shareholders may differ with respect to some matters. Conflicts between TDC and minority stockholders may arise with respect to, among other things, the company s strategic direction and significant corporate transactions, conflicts related to corporate opportunities that could be pursued by us on the one hand, or by TDC, on the other hand, or other contractual relationships between us and TDC or its affiliates. If we enter into a loan agreement with TDC in connection with a refinancing of our senior credit facilities agreement and/or our bridge loan agreement, similar conflicts of interest may occur. For more details about this refinancing, see Indicative Terms of 2009 Refinancing on page 123. We cannot anticipate in what form such differing interests may arise. However, we do not believe that the interests of TDC or its affiliates differ from those of other shareholders or the company in connection with the reorganization.

***The low trading volume in our shares and the small public float of our shares subjects our shares to volatile trading.***

One shareholder of the company, TDC, owned approximately 63.9% of our outstanding common stock as of February 2, 2009, and will hold approximately 63.9% of Invitel Denmark ordinary shares after completion of the reorganization, subject to a possible increase in its shareholding as a result of a conversion of Series A Preferred Stock into 300,000 shares of HTCC Delaware common stock, after which it would hold approximately 64.6% of outstanding HTCC Delaware common stock. The company s board of directors and management own approximately 6% of our outstanding common stock, and will hold approximately 6% of Invitel Denmark ordinary shares after completion of the reorganization. The remaining approximately 30% of our outstanding common stock is held in the public markets. Our common stock is traded on the NYSE Alternext stock exchange under the symbol HTC. We intend to apply to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange under the symbol IHO . There has been, and we expect that there will continue to be, only a limited number of our securities available on the market and limited trading volume of our securities. Accordingly, the market price of our securities may not be reflective of its underlying value. Limited trading volume can also increase the volatility of the market price of our securities.

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***Our financial condition and prospects may be materially adversely affected by further ratings downgrades.***

On October 24, 2008, our Corporate Credit Rating was lowered by Standard & Poor s from B+/Stable to B/Negative. A (further) downgrade in our credit rating or other adverse actions by rating agencies could increase our borrowing costs for future financings and signal an increase in the risk of default on our debt obligations. If Standard & Poor s or Moody s were to (further) downgrade our long-term debt ratings, our ability to borrow would be adversely affected and our future borrowing costs would likely increase with resulting reductions in net income in future periods or increases in net losses.

**Cautionary Statement Concerning Forward-Looking Statements**

This proxy statement/prospectus contains forward-looking statements. These statements are based on our estimates and assumptions and are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied in the statements. Words such as believes, anticipates, estimates, expects, intends and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) are only predictions or statements of current plans, which we review continuously.

The following important factors, along with those factors discussed elsewhere in this proxy statement/prospectus could affect future results and could cause those results to differ materially from those expressed in the forward-looking statements:

Our inability to execute our business strategy;

Costs or difficulties related to the reorganization and related transactions, which could be greater than expected;

Changes in the growth rate of the overall Hungarian, E.U. and Central and South Eastern European economies such that inflation, interest rates, currency exchange rates, business investment and consumer spending are impacted;

Our ability to continue to integrate Memorex s operations and to realize the anticipated benefits from the acquisition;

Our ability to effectively manage and otherwise monitor our operations, costs, regulatory compliance and service quality;

Changes in consumer preferences for different telecommunication technologies, including trends toward mobile and cable substitution;

Our ability to generate growth or profitable growth;

Material changes in available technology and the effects of such changes including product substitutions and deployment costs;

Our ability to retain key employees;

Political changes in Hungary;

Changes in our accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting rules or their application, which could result in an impact on our financial results;

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- Our ability to successfully complete the integration of any businesses or companies that we may acquire into our operations; and

- The factors referred to in the Risk Factors section of this proxy statement/prospectus beginning on page 19.

You should consider these important factors in evaluating any forward-looking statements in this proxy statement/prospectus or otherwise made by us or on our behalf. We urge you to read the entire proxy statement/prospectus for a more complete discussion of the factors that could affect our reorganization and our future performance. In light of these risks, uncertainties and assumptions, the events described or suggested by the forward-looking statements in this proxy statement/prospectus may not occur.

Except as required by law or applicable stock exchange rules or regulations, we undertake no obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this proxy statement/prospectus.

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## HTCC DELAWARE VOTING SECURITIES

The only outstanding voting security of HTCC Delaware is common stock. Only holders of record of such common stock at the close of business on February 2, 2009, are entitled to notice of and to vote at the special meeting. On February 2, 2009 there were 16,425,733 shares of HTCC Delaware common stock outstanding. A majority of the shares of common stock entitled to vote at the special meeting, present in person or represented by proxy, is necessary to constitute a quorum. Each share of common stock is entitled to one vote. The merger of HTCC Delaware with and into MergeCo cannot be completed unless the holders of a majority of the outstanding shares of common stock of HTCC Delaware entitled to vote at the special meeting vote to adopt the agreement and plan of merger. See The Special Meeting Vote Required on page 175.

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## MARKET FOR HTCC DELAWARE COMMON STOCK, DIVIDEND POLICY AND OTHER MATTERS

### Market Information

Our common stock trades on the NYSE Alternext exchange under the symbol HTC. The following table sets forth the high and low sale prices for the common stock of HTCC Delaware as reported by the NYSE Alternext stock exchange for each quarter in 2008, 2007 and 2006.

| Quarter Ended | 2008 | | 2007 | | 2006 | |
|---|---|---|---|---|---|---|
| | High | Low | High | Low | High | Low |
| March 31 | $ 18.50 | $ 12.76 | $ 21.85 | $ 14.76 | $ 16.50 | $ 14.51 |
| June 30 | 19.80 | 14.93 | 25.48 | 19.76 | 16.63 | 14.10 |
| September 30 | 23.40 | 16.22 | 22.50 | 19.25 | 16.25 | 12.00 |
| December 31 | 19.00 | 5.75 | 21.00 | 15.00 | 15.80 | 13.51 |

On November 26, 2008, the trading day before the announcement of the reorganization, the closing sale price for the common stock of HTCC Delaware on the NYSE Alternext was $8.95. On January 29, 2009, the closing sale price on the NYSE Alternext was $7.43. NYSE Alternext, formerly known as The American Stock Exchange, was acquired by NYSE Euronext in October 2008.

### Stockholders

As of February 2, 2009, we had 16,425,733 shares of common stock outstanding held by approximately 62 holders of record. We believe that we have approximately 1,400 beneficial owners who hold their shares in street names.

### Dividend Policy

We have not paid any dividends on our common stock. Our credit facilities and indentures limit our ability to pay dividends. It is our current policy to retain earnings, if any, to finance the development and growth of our businesses. Accordingly, we do not anticipate that cash dividends will be paid on the Invitel Denmark securities in the foreseeable future.

HTCC Delaware has 30,000 shares of Series A Preferred Stock with a liquidation value of $70 per share outstanding which are currently held by TDC, our majority stockholder. The holder of such Preferred Shares is entitled to receive cumulative cash dividends at the annual rate of 5%, compounded annually, on the liquidation value. We have only paid one preferred dividend. As of December 31, 2008, the total arrearage on the Preferred Shares was approximately $960,000. TDC has informed us that it intends to convert its 30,000 Series A Preferred Shares into 300,000 shares of HTCC common stock immediately prior to the merger.

At present, HTCC Delaware s only source of cash is payments under its management service agreements with its subsidiaries, and dividends, if any, from its subsidiaries. Our Hungarian and other foreign subsidiaries ability to pay dividends or make other capital distributions is governed by Hungarian law and other relevant local laws, and is also significantly restricted by our credit facility and indentures.

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## BUSINESS OF HTCC DELAWARE

*In this section, the words we, us and our generally refer to HTCC Delaware and its operating subsidiaries.*

### Glossary of Business Terms

Our industry uses many terms and acronyms that may not be familiar to you. To assist you in reading this document, we have provided below definitions of some of these terms.

*Carrier Selection (CS)*. The ability to select the telecommunications service provider for certain calls on a call-by-call basis, whereby a telecommunications service provider different from the default telecommunications service provider may be selected by the customer by dialing a prefix when making certain calls.

*Carrier Pre-Selection (CPS)*. The ability to select the telecommunications service provider for certain calls on a pre-set basis so that the selected telecommunications service provider is the default telecommunications service provider on such calls without having to dial a prefix.

*Dark Fiber*. Unused fiber optic cable. Fiber optic cables convey information in the form of light pulses so that dark fiber means that no light pulses are being sent over the fiber optic cable.

*Dense Wavelength Division Multiplexing (DWDM)*. A way of increasing the capacity of fiber optic networks. DWDM carries multiple colors of light, or multiple wavelengths on a single strand of fiber.

*Ethernet*. A local area network architecture. It is the most common type of connection computers use in a local area network. An Ethernet port looks much like a regular phone jack, but is slightly wider. This port can be used to connect a computer to another computer, a local network, or an external DSL or cable modem.

*Fiber Optic Cable*. A type of cable made from hair-thin glass (rather than copper) through which information travels as light. Fiber optic cables have a much greater bandwidth capacity than metal cables. Fiber optic cables form the basis for telecommunication providers backbone networks in transmitting information long distances.

*Frame Relay*. A high speed switching technology, primarily used to interconnect multiple local area networks.

*Integrated Services Digital Network (ISDN)*. A telecommunications standard that uses digital transmission technology to support voice, video and data communication applications over regular telephone lines.

*Internet Protocol (IP)*. A protocol for transferring information across the Internet in packets of data.

*Last Mile*. The telecommunications technology that connects the customer s premises directly to the network of the telecommunications provider, traditionally a wired connection through a twisted pair copper wire telephone cable (in the case of the telecommunications provider) or a coaxial cable (in the case of a cable television operator) but it can also be a fixed wireless connection.

*Leased Lines*. A telephone line (a direct circuit or channel) specifically dedicated to an end-user organization for the purpose of directly connecting two or more of that organization s sites. They are used to transmit voice, data or video between the sites.

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*Local Loop*. The telephone line that runs from the local telephone company s equipment to the end user s premise. The local loop can be made up of fiber, copper or wireless media. It usually refers to the wired connection from a telephone company s central office in a local area to its customer s premises.

*Local Loop Unbundling (LLU)*. The process of making the local loop available to the local loop owner s competitors.

*Metropolitan Area Network (MAN)*. A network that covers a metropolitan area such as a portion of a city. The area is larger than that covered by a local area network but smaller than the area covered by a wide area network.

*Multiplexing*. The combination of multiple analog or digital signals for transmission over a single line.

*Point of Presence (POP)*. The physical location where the line from a long distance carrier or the server of an Internet Service Provider connects to the line of the local telecommunications service provider (usually at the local telephone company s central office).

*Point to Multipoint (PMP)*. Refers to the use of microwave technology to link the telecommunications service provider s point-of-presence with a number of remote customer locations.

*Point to Point (PP)*. Refers to the use of microwave technology to link the telecommunications service provider s point-of-presence directly with one single customer location.

*Synchronous Digital Hierarchy (SDH)*. The international standard for synchronous data transmission over fiber optic cables. The North American equivalent of SDH is SONET.

*Transit Services*. An interconnection service whereby a carrier provides transportation services for information (voice, data and video) by linking two networks that are not directly interconnected.

*Universal Mobile Telecommunications System (UMTS)*. A third generation (3G) wireless system designed to provide a wide range of voice, high speed data and multimedia services.

*Virtual Private Network (VPN)*. A private network that operates securely within a public network (such as the Internet) by means of encrypting transmissions. It provides the functions and features of a private network without the need for dedicated private lines between different end-user organization s sites. Each end-user organization s site connects to the network provider s network rather than directly to the end-user s other sites.

*Worldwide Interoperability for Microwave Access (WiMAX)*. A telecommunications technology that provides for the wireless transmission of data using a variety of transmission modes.

*Wireless Local Loop*. A wireless connection between the customer s premises and the telephone company s central office.

**Company Overview**

We were incorporated in Delaware in 1992 as a holding company to acquire concessions from the government of the Republic of Hungary to own and operate local fixed line telecommunications networks in Hungary as Hungary privatized its telecommunications industry.

We are the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services to residential and business customers in our 14 historical concession areas, where we have a dominant market share. We are also the number one fixed line operator outside our historical concession areas in Hungary, and we are the number one independent wholesale provider of data and capacity services in Central and South Eastern Europe.

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We provide telecommunications services in Hungary and in the region through our Hungarian and other operating subsidiaries under our common brand: Invitel. We also provide Internet and data services to business customers in Romania through our Romanian subsidiary, Euroweb Romania.

Our historical concession areas are geographically clustered and cover an estimated 2.1 million people, representing approximately 21% of Hungary s population. Outside our historical concession areas, we believe that we are well positioned to continue to grow our revenue and market share using our fully owned state-of-the-art backbone network, our experienced sales force and our comprehensive portfolio of services. Our extensive fiber optic backbone network (comprising approximately 8,500 route kilometers in Hungary) provides us with nationwide and international reach. It allows business and wholesale customers in particular, to be connected directly to our network to access voice, data and Internet services.

Outside Hungary, we are the leading independent provider of wholesale data and capacity services throughout Central and South Eastern Europe. Our regional fiber optic backbone network comprises 19,000 route kilometers of fiber with 40 points of presence in 14 countries. Our clients include the incumbent telecommunications services providers in these countries as well as alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers. We also provide services to telecommunication services providers from Western Europe and the United States, enabling them to meet the regional demands of their corporate clients.

We operate in the following four markets:

*Mass Market Voice*. We provide a full range of basic and value-added voice-related services to our residential and small office and home office ( SoHo ) customers both inside and outside our historical concession areas. These services include local, national and international calling, voicemail, fax, Integrated Services Digital Network ( ISDN ) and directory assistance services.

*Mass Market Internet*. We provide Digital Subscriber Line ( DSL ) broadband and dial-up Internet services to our Mass Market customers nationwide. Since June 2008, we have also provided IPTV (TV delivered over DSL broadband connections) services to customers in most of our historical concession areas, and plan to introduce these services in our remaining historical concession areas in February.

*Business.* We provide fixed line voice, data Internet and server hosting services to business (comprised of small and medium-sized enterprises ( SMEs ) and larger corporations), government and other institutional customers nationwide.

*Wholesale.* We provide voice, data and network capacity services on a wholesale basis to a number of other telecommunications and Internet service providers both within Hungary and across the Central and South Eastern Europe region.

We have a diversified revenue and cash flow base, reducing our susceptibility to market pressures in any particular market segment. For the nine months ended September 30, 2008, we derived approximately 30% of our revenue from Mass Market Voice, 10% from Mass Market Internet, 27% from Business and 33% from Wholesale.

As of September 30, 2008, we had approximately 389,000 telephone lines connected to our network within our historical concession areas to service Mass Market Voice customers and we had approximately 526,000 Mass Market Voice customers outside our historical concession areas connected through Carrier Pre-Selection ( CPS ), Carrier Selection ( CS ) or Local Loop Unbundling ( LLU ). This is compared to December 31, 2007 when we had approximately 405,000 telephone lines in service within our historical concession areas to service Mass Market Voice customers and approximately 662,000 active Mass Market Voice customers connected through indirect access outside our historical concession areas. The decrease in the number of active Mass Market Voice customers outside our historical concession areas from 662,000 as of December 31, 2007 to 526,000 as of September 30, 2008 is due to churn of low value CS customers.

As of September 30, 2008, we had approximately 135,000 Mass Market broadband DSL customers, of which approximately 109,000 were connected directly to our networks within our historical concession areas and 26,000 were outside our historical concession areas and serviced principally by our purchasing wholesale DSL services from the incumbent local telephone operator, primarily T-Com. T-Com is the brand name under which Magyar Telekom Plc. operates its fixed line telecommunications business in Hungary. The number of IPTV customers increased to 1,380 as of September 30, 2008 since the beginning of May, when we introduced this service.

As of September 30, 2008, we had approximately 47,000 voice telephone lines connecting business customers within our historical concession areas, similar to the approximately 47,000 lines at 2007 year end. Outside our historical concession areas, we had approximately 59,000 direct access voice telephone lines and approximately 12,000 indirect access voice telephone lines as of September 30, 2008, compared to approximately 58,000 direct access voice telephone lines and approximately 13,000 indirect access voice telephone lines as of December 31, 2007. As of September 30, 2008, we had approximately 18,000 DSL lines and approximately 15,000 leased lines compared to approximately 16,000 DSL lines and approximately 12,000 leased lines at 2007 year end.

In the Wholesale market, we had over 570 customers as of September 30, 2008, which customers include telecommunication services providers from Western Europe and the United States, incumbent telecommunications services providers, alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers.

Our current business is a result of the recent combination of Invitel, Memorex and the Hungarian business of Tele2 with our existing business. On April 27, 2007, we acquired Invitel for a total consideration, including the assumption of net indebtedness on closing, of 470 million (approximately $639 million at closing). Invitel was the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services in nine historical concession areas while we were the third largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services in five historical concession areas. We are now better able to compete against T-Com, the former national monopoly, which is the largest fixed line telecommunications services provider in Hungary. We have realized approximately 17 million (approximately $21.8 million at current exchange rates) in annualized operating expense synergies as a result of the Invitel Acquisition at the end of 2008. This exceeds our original estimate of 14 million (approximately $18.0 million at current exchange rates) that we estimated when we announced that we had agreed to purchase Invitel in January 2007.

We were providing and marketing services in Hungary through our Hungarian subsidiaries Hungarotel, PanTel and PanTel Technocom and internationally through PanTel, while Invitel was providing and marketing services in Hungary through Invitel and Euroweb Hungary and internationally through Invitel. Invitel was also providing and marketing Internet and data services to business customers in Romania through its Romanian subsidiary, Euroweb Romania. Following the Invitel Acquisition, we decided to market all of our products and services under a single unified brand name Invitel (except in Romania, where we maintain the Euroweb brand).

On October 18, 2007, we purchased the Hungarian business of Tele2, the Swedish-based alternative telecom operator, by purchasing the entire equity interest in Tele2 s Hungarian subsidiary ( Tele2 Hungary ) for 4 million in cash (approximately $5.7 million at closing). Tele2 Hungary (renamed Invitel Telecom Kft.) provides Carrier Selection and Carrier Pre-Selection fixed line telecommunications services to the Mass Market as a reseller using the network facilities of other operators pursuant to regulated resale agreements.

As of January 1, 2008, we completed the legal consolidation of some of our Hungarian operating subsidiaries. Hungarotel, PanTel and Euroweb Hungary have merged into Invitel. This merger legally completed the consolidation process and we now market our products principally under a single unified brand name Invitel. With the legal merger complete, we are benefiting from improved efficiencies and reduced administrative costs.

We had $385 million in total revenue in 2007. Including Invitel s and Tele2 Hungary s full year 2007 revenue (including pre-closing revenue), we had $505 million in pro-forma total revenue in 2007.

On March 5, 2008, we acquired 95.7% of the outstanding equity in Austrian-based Memorex Telex Communication AG (the Memorex Acquisition ). The total purchase consideration for Memorex (subsequently re-named Invitel International AG) was 102.9 million (approximately $156.4 million at closing) including the assumption of debt and transaction costs and other directly related expenses. On August 28, 2008 we also acquired the remaining 4.3% of Memorex from the minority shareholders in Memorex, which gave us 100% ownership of the equity in Memorex. The final purchase price for the Memorex minority interest was 1.9 million (approximately $2.9 million at closing). Memorex was one of the leading alternative telecommunications providers in the Central and South Eastern European region. Memorex provides wholesale data and capacity services to leading global telecommunications providers and Internet companies between a number of countries in the region including Austria, Bulgaria, the Czech Republic, Italy, Romania, Slovakia, Turkey, and Ukraine. Memorex operated over 12,500 route kilometers of fiber optic cable in the region which enabled it to provide high quality wholesale services to large international carriers. Memorex invested approximately 54 million (approximately $69.5 million at current exchange rates) in its network over the two years prior to the acquisition. Following the completion of the Memorex Acquisition, we are the leading provider of wholesale capacity and data services in Central and South Eastern Europe.

Our goal is to provide customers with good value telecommunications services coupled with exceptional service and to be a cost efficient telecommunications service provider. Our primary risk is our ability to retain existing customers and attract new customers in a competitive market. Our success depends upon our operating and marketing strategies, as well as market acceptance of our telecommunications services within Hungary and the region.

We will continue to explore other strategic merger, acquisition or alliance opportunities. In addition, we will also continuously review our service portfolio to identify service opportunities that can enhance our competitive position.

Our principal office in Hungary is located at Puskas Tivadar u. 8-10 u. 8 10, H-2040 Budaörs; telephone +34 (1) 801-1500. Our United States office is located at 1201 Third Avenue, Suite 3400, Seattle, Washington 98101-3034; telephone +1 (206) 654-0204. Our web site address is http://www.htcc.hu and it contains a link to our filings with the SEC.

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On the following pages, you will find: (i) a map showing Hungary s location within Europe; (ii) a diagram showing our historical concessions areas in Hungary, along with our Hungarian telecommunications backbone network; (iii) a diagram showing our international wholesale network; and (iv) a diagram showing our current corporate structure.

***Hungary and Surrounding Countries***

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***HTCC s Hungarian Telecommunications Backbone Network and Historical Concession Areas***

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***International Wholesale Network***

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***Organizational Structure of the HTCC group as of January 8, 2009.***

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**Company History**

We acquired the right to operate fixed line telecommunications networks in five historical concession areas from the Hungarian government and purchased the existing telecommunications infrastructure, including 61,400 telephone lines, from T-Com in 1995 and 1996. The acquired telecommunications infrastructure was somewhat antiquated (manual exchanges and analog lines). We overhauled the existing infrastructure with a major capital expenditures program. The results of this investment are expanded and modern telecommunications networks in these five historical concession areas deploying Siemens and Ericsson technology. We were able to provide connections to our customers who had waited years (in some cases, for over 20 years) for telephone service and offer modern telecommunications services beyond traditional voice services to all of our customers. We now own and operate all public telephone exchanges and local loop telecommunications network facilities in these five historical concession areas and were, until the expiration of our exclusivity rights in 2002, the sole provider of non-cellular local voice telephone services in such areas. Until recently, we operated and marketed this business through our Hungarian subsidiary Hungarotel, which was merged into Invitel as of January 1, 2008. The five Hungarotel historical concession areas cover a population of approximately 668,000 with approximately 280,000 residences.

***The PanTel Acquisition***

We purchased an initial 25% interest in PanTel in November 2004 and acquired the remaining 75% from Royal KPN NV, the Dutch telecommunications provider ( KPN ), on February 28, 2005. PanTel was Hungary s leading alternative telecommunications provider with a nationwide fiber optic backbone telecommunications network linking every county in Hungary. PanTel provided voice, data and Internet services to businesses throughout Hungary in competition with other telecommunications services providers including T-Com. PanTel s subsidiary, PanTel Technocom, provided telecommunications services to MOL (the Hungarian oil company) and operated and maintained various parts of MOL s telecommunications network.

PanTel also used its network capacity to transport voice, data and Internet traffic on a wholesale basis for other telecommunications services providers and Internet Service Providers in Hungary. PanTel s network also crossed Hungary s borders and, using a combination of owned and leased capacity, extended PanTel s wholesale services into other countries of the Central and South Eastern European region. As of January 1, 2008, we merged PanTel into Invitel and changed PanTel Technocom s name to Invitel Technocom.

PanTel was founded in 1998 by KPN, MÀV Rt. ( MAV, the Hungarian state railroad company) and KFKI Investment Ltd. (a Hungarian entity) to compete with T-Com, the former State-controlled telecommunications company which had a government-protected monopoly in the Hungarian domestic and international long distance fixed line voice telecommunications market. Following a tender process, the Hungarian government awarded PanTel licenses to provide data transmission and other services that were not subject to T-Com s government-protected monopoly rights for long distance voice services. In 1999, PanTel began building, along MAV s railroad rights-of-way, what became a 3,700 kilometer long state-of-the-art fiber optic backbone telecommunications network. PanTel also built metropolitan area networks, including a metropolitan area network covering Budapest, which connect to PanTel s backbone network. PanTel also acquired a license for the 3.5 GHz wireless frequency block.

Until 2002, PanTel was only allowed to offer data and Voice over IP ( VoIP ) services in Hungary. When the Hungarian government ended T-Com s monopoly rights for long distance voice services, PanTel was able to compete with T-Com and offer all modern telecommunications services including traditional voice services.

***The Invitel Acquisition***

In 2007 we combined our operations with Invitel following the acquisition of Invitel Távközlesi Zrt. ( Invitel ), a Hungarian company, on April 27, 2007, by way of the acquisition of the shares of Invitel s parent company, Matel Holdings N.V.

Invitel began its operations in Hungary in 1994. Invitel initially owned and operated two Hungarian telecommunication companies which had the right to operate in four historical concession areas in the Csongrad and Pest counties. In 1996 and 1997, Invitel developed its network infrastructure within those areas and in 1998 established a joint venture for the provision of data services in and out of its historical concession areas, especially in Budapest. In 1999, Invitel acquired Jásztel ZRt., a regional telephone operating company operating in the Jászberény historical concession area (east of Budapest). In the same year, Invitel also acquired Corvin Telecom Távközlesi Zrt., a Hungarian company, which was an optical network operator specializing in data transmission which allowed Invitel to further the development of its Budapest joint venture. In 2000, Invitel acquired four additional historical concession areas (Dunaújváros, Esztergom, Veszprém and Szigetszentmiklós) through the acquisition of United Telecom International B.V. from Alcatel of France.

In 2000 and 2001, Invitel developed its national telecommunications backbone network to connect major centers outside the Invitel historical concession areas as well as metropolitan area networks, particularly in Budapest. In 2001, Invitel was granted one of five national 3.5 GHz licences over which it deployed a point-to-multipoint microwave network. In the same year, Invitel also began its Internet access activity nationwide.

Utilizing its Hungarian national backbone and its metropolitan networks, Invitel provided wholesale domestic and international voice and data transit services to Hungarian and international telecommunications services providers. Invitel was among the first telecom operators to provide services in and out of Serbia, both in terms of data capacity and voice traffic. Invitel also generated significant revenue leasing its fiber backbone towards Romania.

On May 23, 2006, Invitel acquired Euroweb International Corporation s two Internet and telecom related operating subsidiaries, Euroweb Hungary and Euroweb Romania. Euroweb provided Internet access and additional value-added services including international/national leased line and voice services primarily to Business customers.

This proxy statement/prospectus includes the Audited Financial Statements of Matel Holdings N.V. (Invitel s parent company) for the years ended December 31, 2006 and 2005, beginning on page F-130.

***The Tele2 Hungary Acquisition***

On October 18, 2007 we purchased the Hungarian business of Tele2 Hungary, the Swedish-based alternative telecom operator, by purchasing the entire equity interests in Tele2 Hungary s Hungarian subsidiary for 4 million in cash (approximately $5.7 million at closing). Tele2 Hungary provided Carrier Selection and Carrier Pre-Selection fixed line telecommunications services to the Mass Market as a reseller using the network facilities of other operators pursuant to regulated resale agreements. At closing Tele2 Hungary (since renamed Invitel Telecom Kft.) had approximately 460,000 active Mass Market customers.

***The Memorex Acquisition***

On March 5, 2008 we acquired 95.7% of the outstanding equity in Austrian-based Memorex Telex Communications AG ( Memorex ). On August 28, 2008 we also acquired the remaining 4.3% stake of Memorex from the minority shareholders in Memorex, which gave us 100% ownership of the equity in Memorex. The final purchase price for the Memorex minority interest was 1.9 million (approximately $2.9 million at closing). Memorex (now re-named Invitel International AG) was one of the leading alternative telecommunications providers in the Central and South Eastern European region. Memorex provided wholesale data and capacity services to leading global telecommunications providers and Internet companies between 14 countries in the region including Austria, Bulgaria, the Czech Republic, Italy, Romania, Slovakia, Turkey, and Ukraine. Memorex operated over 12,500 route kilometers of fiber optic cable in the region which enabled it to provide high quality wholesale services to large international carriers. This proxy statement/prospectus includes the Audited Consolidated Financial Statements of Memorex for the nine-month period ended December 31, 2007 and the Unaudited Pro Forma Condensed Statement of Operations as of December 31, 2007, beginning on page F-121.

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**Strategy**

Invitel Denmark intends to continue the strategy pursued by HTCC Delaware, which is based on the following objectives:

***Fully integrating the operations of Invitel and maximizing the potential synergies from Invitel and from the Memorex Acquisition.***

We intend to continue to maximize the synergy benefits resulting from the Invitel Acquisition. We have realized approximately 17 million (approximately $21.8 million at current exchange rates) in annualized operating expense synergies due to the Invitel Acquisition at the end of 2008. We have derived significant synergies as a result of integrating Invitel s and our existing operations, mainly from the reduction of headcount, the elimination of overlapping operations, the integration of IT systems, and the optimization of the combined networks. Further, we have also realized marketing synergies through the integration of the Invitel, Hungarotel and PanTel businesses under one unified brand Invitel. We have also realized capital expenditure synergies as a result of the reduction of duplicate investments and the greater purchasing power of a larger company. We have also reduced our need to purchase network capacity from third party network operators.

Following the acquisition of Memorex, which has been renamed Invitel International AG, we are the leading provider of wholesale data and capacity services in the Central and South Eastern European market with a particularly strong presence in Turkey. In addition, because of our presence in the Wholesale market in the region prior to the acquisition, we intend to benefit from cost synergies, with expected annual ongoing operating cost savings of 3 million (approximately $3.9 million at current exchange rates) and capital expenditure synergies of approximately 2.4 million (approximately $3.1 million at current exchange rates) within the first two years.

***Maximizing voice revenue and cash flow in our historical concession areas.***

We intend to maximize the revenue and cash flow derived from the provision of voice services within our historical concession areas through the continued migration of customers from traffic-based to subscription-based packages with higher monthly fees and lower usage charges, the ongoing introduction of targeted, innovative and flexible service offerings and by continuously improving our customer service. In addition, we have focused on, and will continue focusing on, formulating effective strategies to retain customers and defend against churn in our historical concession areas resulting from competition from operators using Carrier Selection and Carrier Pre-Selection, as well as from cable television operators. Examples of these strategies include:

- Pricing our service offerings to limit the incentive to switch to a competitor;
- Offering new commercial packages with a higher monthly fee but with local and off-peak calls included in the base subscription or with low call charges in all directions or various combinations of bundled minutes;
- Launching win-back activities aimed at Carrier Pre-Selection, Carrier Selection and cable users with new promotional offers;
- Establishing and developing loyalty programs, which will offer exclusive benefits to our customers;
- Offering attractive bundled packages (voice and Internet and IPTV) to counter bundled service offerings by cable television operators; and
- Conducting programs to proactively migrate existing customers to more attractive packages via our telesales channels in combination with targeted promotional campaigns.

***Capitalizing on growth opportunities for Mass Market DSL services, both in and outside our historical concession areas.***

We believe that there is potential for continued growth of DSL services in Hungary due to market growth and the expected eventual convergence of personal computer and Internet penetration with Western European levels. Furthermore, DSL continues to maintain a higher market share than cable for broadband Internet access in Hungary. Broadband Internet usage has grown significantly in Hungary with penetration estimated to have increased from 0.7% of the households in Hungary as of December 31, 2002 to an estimated 38% as of June 30, 2008. In comparison, broadband Internet penetration in Western Europe was estimated at approximately 54% of households as of June 30, 2008.

We intend to continue to capitalize on the above trend by continuing to grow our DSL customer base both inside and outside our historical concession areas. We grew our DSL business faster than the total DSL market in 2007 and again in the first half of 2008. The growth in our DSL customer base is a key business priority as we believe it will increase line retention and stimulate fixed line revenue growth. For example, we have acquired the majority of our new fixed line contracts through bundled voice/DSL offerings. We intend to continue to grow our DSL business principally through the following initiatives:

- The recent introduction of IPTV to enable us to offer triple play (telephone, broadband Internet and TV) and dual play packages (broadband Internet and TV) initially in our historical concession areas;

- The use of unbundled local loops in T-Com s area to offer increasingly attractive and profitable higher speed Internet and bundled voice/Internet services;

- The use of WiMAX technology (and our existing 3.5Ghz licences) to provide broadband access in those in historical concession areas where there is no copper network today;

- Maintaining a broad mix of distribution channels such as our own and outsourced telesales, owned shops, third party channels and points of sale, and agent networks;

- Quarterly promotions supported by targeted television, radio and billboard advertising campaigns; and

- Developing innovative bundled packages with progressively increased broadband access speeds.

***Expanding our Business revenue and market share nationwide.***

We will continue to focus on expanding our business customer base and growing our share of the national business to business ( B2B ) market. We intend to capitalize on our extensive national backbone network, which means that in many cases business customers can be connected directly to our network, resulting in higher margins and more competitive pricing through lower access costs. Up until now, business customers have been connected directly to our backbone network mainly through the use of metropolitan fiber, line-of-site microwave, or leased circuits. Increasingly, in the future, we plan to add new customers through local loop unbundling, or the use of WiMAX technology. Lower value/volume business customers outside our historical concession areas are served through indirect methods such as Carrier Pre-Selection voice, and by buying DSL wholesale capacity from the incumbent. We plan to grow our revenue and increase our share in the business market through the following actions:

- Focusing principally on new customer acquisitions in the small and medium enterprises market through attractively priced, easily understood, voice, data, Internet and value added services, sold through an efficient direct sales organization and complemented by high quality customer care;

Capitalizing on our traditional strength in the high-end corporate market and utilizing our extensive infrastructure, to selectively pursue a number of larger new corporate business customers;

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Retaining existing customers through effective account management, attractive renewal packages and continued customer care enhancement, such as the recent introduction of our Top 100 program;

Taking advantage of more extensive local loop unbundling and WiMAX opportunities to enhance service offerings and reduce access costs outside our historical concession areas;

Cross selling new services to existing customers; and

The introduction of a broader range of value added services such as server hosting, which we have successfully provided.

***Continuing to leverage our modern national and regional backbone networks and our position as the number one independent data and capacity services carrier in the Central and South Eastern European region to continue to grow our revenue in the Wholesale market.***

We intend to continue to leverage our modern backbone telecommunications network in the wholesale market in Hungary, selling capacity on our network to other service providers for the national and international transmission of their voice, data and Internet traffic. We believe that our ability to offer bandwidth capacity at competitive prices provides us with a competitive edge in the Wholesale market.

After the successful acquisition of Memorex, we have become the leading independent, infrastructure based wholesale provider of data and capacity services in Central and South-Eastern Europe. We have an extensive regional network with points of presence in Budapest and more than 40 other major urban centers across 14 countries in Central and South Eastern Europe via a fiber network of 19,000 route kilometers. The regional market is expected to continue to grow, being driven by growth in Internet traffic, general economic development and increasing mobile presentation. We believe that we are ideally positioned to take advantage of this growth, based on our leadership position and being strategically located between Central and South Eastern Europe and Western Europe.

***Continuing to identify and evaluate further opportunities for consolidation.***

We believe that we are well positioned to participate in any further consolidation of the Hungarian telecommunications sector as a result of our market position as the number one alternative fixed line operator in Hungary, our significant understanding of the competitive environment in Hungary, both as an incumbent and as an alternative operator, and our solid track record of improving efficiency, achieving operating cost savings and realizing synergies from bolt-on acquisitions.

**Hungary**

Hungary is located in Central Europe bordering on Austria, Slovenia, Croatia, Serbia, Romania, Ukraine and Slovakia. It has approximately 10 million inhabitants, approximately 1.8 million of whom reside in Hungary s capital, Budapest.

For nearly 40 years, Hungary had a one-party government and a centrally planned economy. Democracy was restored and the foundations of a market economy were built between 1988 and 1990. Free elections were held in 1990. Today, Hungary has a parliamentary democracy with a single-chamber National Assembly. As a result of a large scale privatization effort, private enterprise has become the basis of the Hungarian economy.

Since 1990, foreign direct investment into Hungary has been approximately 65 billion. Hungary, Poland and the Czech Republic are the recipients of more than 50% of the total foreign direct investment into the former communist countries in the region. Since 1995, the Hungarian government has embarked on an economic stabilization effort aimed at putting the economy on a sustainable path of low-inflation growth. The unemployment rate has decreased from 10.3% in 1995 to 7.4% at December 31, 2007.

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On May 1, 2004, Hungary joined the E.U., together with nine other countries. Hungary plans to adopt the euro as its currency between 2011 and 2014, although no official deadline has been declared by the government. Hungary joined the North Atlantic Treaty Organization in 1999. Hungary is also a member of the Organization for Economic Co-operation and Development and the World Trade Organization.

In addition to a significant budget deficit, in recent years the Hungarian economy has been marked by a large current account deficit, rapid credit growth and a reliance of Hungarian businesses and consumers on foreign currency loans. These factors have left Hungary especially vulnerable to a financial crisis.

On October 22, 2008, the National Bank of Hungary raised its base interest rate from 8.5% to 11.5% in an effort to support the forint foreign exchange rate. At the end of that month, the Hungarian government adopted a set of policies agreed upon with the E.U., the European Central Bank and the International Monetary Fund to bolster the Hungarian economy s near-term stability and improve its long-term growth potential by ensuring fiscal sustainability and strengthening the financial sector. In addition, the International Monetary Fund extended Hungary significant financial assistance.

The following table sets out Hungary s annual GDP growth and inflation rates since 2003.

| | **Annual GDP Growth Rate** (%) | **Annual Inflation Rate** (%) |
|---|---|---|
| 2003 | 3.4 | 4.7 |
| 2004 | 5.2 | 6.8 |
| 2005 | 4.1 | 3.6 |
| 2006 | 3.9 | 3.9 |
| 2007 | 1.0 | 8.5 |
| 2008 | 0.8%* | 6.1% |

* *Figure for the first three quarters of 2008.*

**Hungarian Telecommunications Industry**

In 1989, the Hungarian state owned Post, Telegraph and Telephone was divided into three separate companies: the Hungarian Broadcasting Company, the Hungarian Post Office and Magyar Távközlési Vállalat (the former Hungarian Telecommunications Operator which was privatized in 1992 and is now Magyar Telekom Plc. and operates its fixed line telecommunications business in Hungary under the T-Com brand name, T-Com ).

As a result of Act LXXII of 1992 on Telecommunications (the 1992 Telecommunications Act ), the Hungarian government divided Hungary in 1993 into 54 geographically defined concession areas for local public fixed line voice telephony services (each, a historical concession area ). Although the geographic concession areas set forth by the 1992 Telecommunications Act were repealed by the 2001 Communications Act, the currently operating telecommunications services providers are still the primary operators in those geographic areas of Hungary, which previously constituted their historical concession areas as defined by the 1992 Telecommunications Act.

In August 1993, the Ministry of Transport, Telecommunications and Water Management (the Ministry ) announced an international tender for the right to provide international and domestic long distance telephony services throughout Hungary and to provide local public fixed line voice telephony services in 29 out of the 54 historical concession areas, including Budapest. The Ministry selected T-Com as the winner of this tender.

In September 1993, the Ministry announced a second competitive bid for the exclusive right to provide local public fixed line voice telephony services in the remaining 25 of the 54 historical concession areas. The Ministry awarded 23 out of the 25 concession areas offered in the second tender. The rights to operate 15 of those historical concession areas were distributed among 12 local telephone operators (each a Local Telephone

Operator or LTO ). T-Com, either directly or through predecessor companies, was awarded eight historical concession areas and was additionally chosen as the default provider in the two concession areas where there was no successful bidder. Each of the LTOs (including the company and its predecessors) received 25-year licenses to provide local basic telephony services with exclusive rights in their respective historical concession areas until 2002. Each of the LTOs, other than T-Com, negotiated a separate asset purchase agreement with T-Com to acquire each historical concession area s existing telephony plant and equipment.

The liberalization of the fixed line telecommunications market in Hungary could only be launched following the expiration of T-Com s exclusive right to provide international and domestic long distance telephony services in December 2001 and the expiration of each LTO s exclusive concession rights in their respective historical concession areas in 2002. In connection with Hungary s accession into the E.U., in order to transpose the E.U. regulatory framework into the Hungarian legal system, the 2004 Communications Act was adopted and restructured the regulatory authorities responsible for the supervision of the liberalized telecommunications market, with the primary supervisory authority being the National Communications Authority. See -Hungarian Regulatory Environment.

***Hungarian Fixed Line Telecommunications Industry Today***

We are the second largest incumbent fixed line telecommunications operator with 14 of the above mentioned historical concession areas. In addition to us, the two other incumbent fixed line telecommunications services providers operating in Hungary today are T-Com and Monortel:

*T-Com*: T-Com is the largest provider of fixed line telecommunications services in Hungary. T-Com is the successor company of the former monopoly provider of long distance and international telephony services in Hungary, and the provider of local telephony services in 39 historical concession areas. T-Com has an estimated 74% national residential market share and an estimated 70% national business market share. T-Com is listed on both the Budapest Stock Exchange and the New York Stock Exchange (its parent company is Deutsche Telekom AG, which owns 59.5% of T-Com).

*Monortel:* Monortel, an affiliate of UPC Telekom, provides local telephony services in one historical concession area. Monortel has an estimated 2% national residential market share and an estimated 1% national business market share.

***The Hungarian Telecommunications Markets***

*Fixed Line Voice*

The fixed line telecommunications market in Hungary has been characterized by a slow decline in the number of subscriber lines in recent years. The penetration of fixed lines has fallen from a peak of approximately 38% in 2000 to approximately 31% as of September 30, 2008 (expressed as a proportion of the overall population), primarily as a result of the rapid increase in mobile penetration from approximately 10% of the population in 1998 to over 100% as of December 31, 2007 (and the resulting migration of both residential and Business traffic from fixed to mobile networks) as well as increased competition from cable television operators (offering triple play packages comprised of television, Internet and voice services). The fixed line penetration per household as of September 30, 2008 was approximately 62%. However, in terms of subscribers, the contraction of the fixed line market has slowed as the mobile penetration growth has also slowed and broadband penetration has increased. The number of fixed lines decreased by 3% from the end of 2006 to the end of 2007 while the increase in the mobile penetration rate was 7.8% from the end of 2006 to the end of 2007.

*Internet*

The most significant fixed line Internet service providers in Hungary in addition to us are T-Online (part of T-Com), GTS-Datanet, and Enternet, each providing both residential (dial-up and DSL) and Business (DSL and leased line) Internet services. Incumbent fixed line operators also benefit from the telecommunications traffic

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generated by dial-up customers and from providing the DSL wholesale services to reseller Internet Service Providers. As an alternative to DSL based broadband services, cable television operators (subject to the technical conditions of their networks) make available broadband Internet access services through cable modems connected to the cable television network. Cable television based broadband access offers substantially the same speed and quality as the DSL technology, for a price comparable to DSL prices. Both T-Com (through its cable television operator, T-Kábel) and UPC, the two largest cable television operators, offer broadband Internet access services in certain parts of our historical concession areas. As of the end of September 2008, the percentage of the Mass Market broadband Internet access market attributable to DSL was approximately 55% with the remaining 45% attributable to cable broadband.

*Data*

The provision of data services has been liberalized in Hungary since 1992, with no regulatory barriers to entering into the market. This factor, together with Hungary s expected economic growth and central location, attracted significant investment into the data communications sector. Not only did incumbent fixed line operators expand their existing networks but alternative service providers emerged and established backbone and access networks (the part of the telecommunications network that connects the end users to the backbone), providing both wholesale broadband data transmission and data services (including voice over IP) primarily targeting the Business market in Budapest and in large business centers in other parts of Hungary. Alternative service providers typically benefit from the combined use of existing third party incumbent networks and state of the art new networks (typically fiber optical based) and agreements with international telecommunications operators. Currently, the most important providers of data transmission services in Hungary other than us are T-Com and GTS Datanet.

*Mobile*

Hungary was the first country in Central and Eastern Europe to introduce public mobile telecommunications services. Currently there are three mobile operators providing mobile voice telephone services in Hungary: T-Mobile (part of T-Com); Pannon GSM (a Telenor affiliate operating since 1993); and Vodafone (operating since 1999). These mobile operators provide GSM services in both the 900 and 1800 MHz band and, pursuant to licenses awarded by the government in 2004, 3G Universal Mobile Telecommunications System ( UMTS ) services.

The mobile communications market in Hungary is highly competitive and characterized by successive promotional campaigns and price competition. Historically, mobile telephony, due in part to limited fixed line penetration in the 1980s and early 1990s, increased rapidly in penetration in Hungary which has led to a mobile penetration rate which is significantly higher than that of fixed lines. As of September 30, 2008, mobile penetration was over 117% as compared with a fixed line penetration rate of 31% (in each case expressed as a proportion of the population) and as compared with a fixed line household penetration of 62%. Mobile operators have also successfully introduced new tariff structures for voice (such as pre-payment). The financial success of mobile operators has been further supported by the relatively high prices which they have been able to charge to fixed line operators for terminating voice calls originated on fixed line networks on their own networks.

Currently, there are no virtual mobile network operators in Hungary and it is unclear at present whether future regulations would require existing mobile operators to open their networks for this purpose.

**Competition**

Our most significant fixed line competitor is T-Com, the largest provider of fixed line telecommunications services in Hungary, with its historical concession areas covering an estimated 77% of Hungary s population. We also compete with Hungarian alternative telecommunications services providers such as GTS-Datanet, Hungarian cable TV operators and, to a lesser extent, with foreign telecommunications services providers operating in Hungary such as BT plc.

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*Mass Market Voice*

In the Mass Market Voice market in our historical concession areas, the competitive positioning is mainly based on quality of service, perceived value added of bundled product offerings, and price. Outside our historical concession areas, price is the main basis for competition.

In our historical concession areas, our competitors may offer services on a Carrier Selection basis, which requires the subscriber to key in a prefix before dialing a telephone number, or on a Carrier Pre-Selection basis, which automatically routes all of a subscriber s outgoing calls to a competitor s network without the need for the use of a prefix. Outside our historical concession areas, we compete with the local incumbent network operators as well as with other alternative operators. We have focused mainly on providing Carrier Pre-Selection based voice services outside our historical concession areas, as Carrier Pre-Selection ensures a higher quality and sustainability of revenues than Carrier Selection.

We also compete with mobile network operators. The mobile subscriber base in Hungary has grown very rapidly since the 1990s, partly due to low pre-existing levels of fixed line penetration. As a result, the mobile penetration rate in Hungary is significantly over 100% of the population (there were over 10 million active mobile subscriptions according to the National Communications Authority report of December 31, 2007), and the number of mobile subscriptions is more than three times the number of fixed lines (3.25 million fixed lines according to the National Communications Authority report of December 31, 2007). Mobile telecommunications services have contributed to the decline of the fixed line subscriber base and led to fixed-to-mobile churn.

We have seen increased competition from cable television operators in the Mass Market Voice market. Under current regulations, cable companies can cross-finance services (TV, Internet and Voice services) in their product offers, enabling them to aggressively price and market the voice portion of their product offering. The cable television operators unique selling points are their low monthly fees for voice and free calls inside their own network. However, the Hungarian cable market is very fragmented and impacts our business differently in each of our historical concession areas. The principle cable television operators we compete with in our Mass Market Voice market are UPC and T-Kábel (the cable arm of T-Com), who have introduced triple play solutions in our historical concession areas.

We also face increased competition from providers of VoIP services such as Skype. According to the latest survey data, approximately 7% of residential customers and 11% of business customers in Hungary use VoIP services. We are also marketing a VoIP service.

*Mass Market Internet*

We compete in the Internet services market with ISPs throughout Hungary, including T-Online (T-Com s Internet Service Provider) and GTS-Datanet. Competition in this market is primarily on the basis of price and brand.

In our historical concession areas, we are able to offer DSL services to substantially all of our addressable households, which gives us a very strong competitive position in these areas. Since June 2008 we have also been offering IPTV services over broadband DSL to customers in most of our historical concession areas as part of a triple play or dual play package. We plan to introduce IPTV services in our remaining historical concession areas in February 2009. Outside of our historical concession areas, we provide DSL based broadband Internet services principally by buying the service on a wholesale basis from the incumbent operators, primarily T-Com. In some cases, we provide this service through Local Loop Unbundling and we expect the use of this technology to increase in the future.

We are experiencing competition from cable television network operators, such as UPC, which can utilize their cable networks to provide broadband Internet services and Voice over IP. Currently, an estimated 55% of Hungarian households subscribe to cable television but this figure is lower in our historical concession areas where the penetration is estimated to be only 40% to 45%. As many cable television network operators already offer broadband services, cable broadband may pose a more significant threat in the longer term. In addition, the possibility of future competition from the development of digital terrestrial television services in Hungary may force cable television operators to shift the focus of their business to non-television markets such as cable broadband and voice services.

*Business*

Our main fixed line competitors in the Business market are T-Com and GTS. The basis of competition includes network reach, proximity to customer premises, price and customer service. Operators who rent networks from the incumbent provider of the area cannot compete as effectively as those with network presence in the area already. Margin per customer is closely correlated with how much traffic is carried or how much capacity is provided on the operators own network infrastructure.

We believe that our national network gives us a relatively strong competitive position when selling voice, data and Internet access solutions to Business customers outside our historical concession areas. In most urban centers, we have a point of presence on our own fiber optic backbone network and, therefore, are able to connect customers directly to our backbone network using our metropolitan fiber, line of sight microwave, Local Loop Unbundling or leased lines. We are now deploying WiMAX technology in certain areas as another method of directly connecting business customers to our backbone network.

We also compete with the mobile operators who target business customers, which has led to fixed-to-mobile substitution in the Business voice market.

*Wholesale*

Inside our historical concession areas, we currently experience limited competition for Wholesale services because these services are typically provided by the primary incumbent local telephone operator. Outside our historical concession areas in Hungary, our competition is comprised primarily of the incumbent operators, mainly T-Com, and other international providers. In the international portion of the Wholesale market, the Central and South Eastern European international wholesale services market is becoming increasingly more competitive as more networks are built by international carriers, which is increasing the availability of capacity and dark fiber. Our competitors include the incumbent telecommunications services providers in the various countries as well as the alternative telecommunications services providers such as GTS and Interoute. While the incumbent telecommunications services providers generally have stronger national coverage in their home countries, our position as a complete supplier of wholesale services across the geographic region, along with our focus on speed and flexibility, gives us a competitive advantage.

***Hungarian Regulatory Environment***

The current regulation of telecommunications services in Hungary is based on the 2004 Communications Act, which came into effect on January 1, 2004 and resulted in far reaching changes within the Hungarian telecommunications sector. The 2004 Communications Act was enacted to facilitate E.U. harmonization and promote competition.

The 2004 Communications Act fundamentally changed the structure of the regulatory authorities responsible for supervision of the liberalized telecommunications market by establishing the National Communications Authority (the NHH ) as the top supervisory authority in Hungary. The NHH reports to the Minister of Transport, Telecommunications and Energy (the Minister ) and the Hungarian government.

Unlike previous laws, the 2004 Communications Act adopted the general principle, accepted throughout the E.U., that the NHH may only intervene in the telecommunications sector by issuing certain forward-looking regulations, if competition in a specific telecommunications market is, and is likely to remain, ineffective in the absence of a direct regulatory intervention. The NHH has the power to impose certain obligations upon telecommunications services providers on the retail market, such as price caps (except for Universal Service).

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The current rules governing the telecommunications sector in the E.U. were put in place in 2002. In November 2007, the European Commission published a proposal package regarding the amendment of the 2002 regulatory framework, with the aim to further promote the single European market, modernize existing regulation and increase consumer benefits. The proposal has since been and currently is being debated in the European Parliament and by E.U. member state governments in the Council. Upon adoption at the E.U. level, the revised rules must be incorporated into national law before taking effect. The European Commission expects the new framework to be in place by 2010.

***Market Analysis and Regulatory Obligations***

Pursuant to the 2004 Communications Act, the NHH is required to conduct periodic market analyses to determine, in line with conventional competition law principles, whether a certain market is effectively competitive and, if not, to designate operators with significant market power ( SMP ) and impose certain forward-looking obligations on them.

The 2004 Communications Act provides a list of obligations, at least one of which must be imposed on operators deemed as having SMP. These obligations are:

- transparency;
- non-discrimination;
- accounting separation;
- access to specific network facilities; and
- cost orientation and price control.

The NHH has completed a market analysis with respect to 17 out of the 18 electronic communication markets defined in Decree 16/2004 issued by the Ministry of Informatics and Communications. We were found to have SMP in our historical concession areas and, as such, are subject to certain obligations in the following markets:

*Retail markets:*

- access to the public telephone network at a fixed location for (i) residential and (ii) non-residential customers;
- publicly available local and/or national telephone service provided at a fixed location for (i) residential and (ii) non-residential customers; and
- publicly available international telephone service provided at a fixed location for (i) residential and (ii) non-residential customers.

With respect to the markets regarding access to the public telephone network at a fixed location for residential and non-residential customers, the NHH imposed a price cap on our services, which seeks to prohibit unreasonably high price increases. In respect of the other markets related to retail telephone traffic services, the NHH imposed Carrier Selection and Carrier Pre-Selection obligations on us.

The NHH is currently carrying out a new market analysis with respect to the retail fixed line voice telephony markets. Based on the new regulatory regime introduced by the EU Framework Review, there will be only one access market (access to the public telephone network at a fixed location for both residential and non-residential customers) and no markets regarding publicly available telephone services provided at a fixed location. However, we do not expect that these regulatory changes will result in any changes in the current obligations imposed upon us with respect to our Carrier Selection and Carrier Pre-Selection business.

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*Wholesale markets:*

- call origination on the public telephone network provided at a fixed location;
- call termination on individual public telephone networks provided at a fixed location;
- wholesale unbundled access to metallic loops and sub-loops for the purpose of providing broadband and voice services; and
- wholesale broadband access.

The NHH has imposed an obligation for us to implement accounting separation (in order to enable the assessment of cross-financing between service lines) with respect to all the wholesale markets listed above.

With respect to the markets regarding call origination on the public telephone network provided at a fixed location and call termination on individual public telephone networks provided at a fixed location, the NHH also imposed transparency (including the submission to the NHH and publication of reference interconnection offers, ( RIO )), cost orientation, and access and interconnection related obligations.

With respect to the market regarding call termination on individual public telephone networks provided at a fixed location, we are also subject to non-discrimination obligations.

With respect to the markets regarding wholesale unbundled access to metallic loops and sub-loops for the purpose of providing broadband and voice services and wholesale broadband access, the obligations imposed on us included transparency (requiring us to prepare and publish to the NHH a reference unbundling offer (RUO )), cost orientation, access related and non-discrimination obligations.

***Explanation of Regulatory Obligations Imposed on Us by the NHH as a Result of the Market Analyses***

*Reference Interconnection Offer*

The terms of our RIO are used whenever a telecommunications operator wants to interconnect with our telephone network in order to provide telephone service to our subscribers through Carrier Selection or Carrier Pre-Selection, or to terminate calls on our network. The parties may agree on the terms of the interconnection services that are not covered by the RIO.

Tariffs on interconnection traffic services (origination and termination) offered in the RIO must be based on cost plus a reasonable profit. The cost is calculated by a Long Run Incremental Costing ( LRIC ) model with a current cost accounting approach. The reasonable profit is defined by a weighted average cost of capital figure of which the regulated percentage is 18%. The cost calculation must be approved by the NHH, which has the right to overrule it if it finds that the calculation does not reflect the costs of an efficient operator. In such a case the NHH may define the appropriate interconnection tariffs by benchmarking or using a bottom-up cost model.

Auxiliary services (such as interconnect link and co-location) offered in the RIO are also required to be based on cost plus a reasonable profit (based on a bottom-up cost model).

Our currently approved RIOs have been in place since April 2008 and we expect our new RIO to be in place in February 2009.

*Accounting Separation*

As noted, the NHH requires us to implement accounting separation on several wholesale markets (call origination, call termination, wholesale unbundled access and wholesale broadband access). We are required to

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prepare separate income statements, balance sheets and profitability calculations for both our retail and wholesale arms, and within the retail arm for certain retail services. Service transfers between the different business lines are required to be settled at the regulated price.

In 2008, the NHH approved our most recent accounting separation model. The NHH is currently evaluating the results and implications of the model and, pending such review, may refine its regulatory approach towards us.

*Reference Unbundling Offer and Wholesale Bitstream-Access General Terms and Conditions*

The terms of our RUO are used whenever another operator wants to rent the last mile of our network which connects the subscribers to the telephone network (Local Loop Unbundling ( LLU )). By renting the last mile of our network, alternative operators are able to provide telephone and broadband Internet access services without the need for significant investment into an access network. In addition, by using RUO services, alternative operators may develop complete telephone packages which subscribers are able to pay for through a single bill issued by the alternative operators. In this case the incumbent operator does not have a direct contact with the subscriber.

The RUO is required to include contractual terms for full and partial unbundling of the local loop and local bitstream access. The terms of the RUO must be approved by the NHH.

The tariff on access services offered in the RUO must be based on cost plus a reasonable profit. The cost of the monthly fee for the LLU is calculated using a Long Run Incremental Costing ( LRIC ) model with a current cost accounting approach The reasonable profit is defined by a weighted average cost of capital figure, the regulated measure of which is 18%. The cost calculation must be approved by the NHH, which has the right to overrule the results if the cost calculation applied by the operator does not comply with the related regulations. In such a case the NHH may define the appropriate access prices.

Auxiliary services offered in the RUO are also required to be based on cost plus a reasonable profit (based on a bottom-up cost model).

Our currently approved RUOs have been in place since April 2008 and we expect our new RUO to be in place in February 2009.

In the market for wholesale broadband access, the NHH has also imposed on us the obligations of non-discrimination, pricing regulation and transparency. In order to comply with these obligations, we must apply equivalent conditions to others in relation to the provision of wholesale broadband services as we do for our own retail services, or those of our subsidiaries or partners. Furthermore, we must provide national bitstream access, meaning that we must offer at least one access point through which all DSL subscribers of the alternative operators can be served. The tariff of single point bitstream service is calculated by a retail minus method whereby the NHH defines the applicable retail margin, whereas we calculate our average retail prices. The current tariffs were set by the NHH based on market data for the first half of 2008. There is an ongoing approval procedure to set current prices based on already-submitted market data for the second half of 2008. The wholesale tariffs are recalculated twice a year and, therefore, closely follow the retail price trends. The terms and conditions of contracts for the provision of local and single point bitstream access must be disclosed on our website in the form of a wholesale bitstream-access general terms and conditions.

*Retail Price Regulation*

In the retail markets for calls, the NHH has not imposed obligations other than Carrier Selection and Carrier Pre-Selection. In the retail markets for access, the NHH imposed price caps on us, because, according to the NHH, in the absence of competition only a safeguard cap over the subscription fee can avoid excessive price increases. The permitted price increase is the historical consumer price index  0%, which prohibits us from increasing our subscription fees over the rate of inflation. The historical consumer price index  0% price cap applies to all residential and business packages.

*Call-by-Call Carrier Selection and Carrier Pre-Selection*

The obligation of Carrier Selection enables telephone operators to offer retail call services (but not access services) to subscribers other than their own, through the use of specific prefixes. According to the 2004 Communications Act, the opportunity to use Carrier Selection service must be offered to each subscriber.

In the case of Carrier Pre-Selection, the selected alternative operator is set as the default carrier, and subscribers have three options for making calls through the selected alternative operator: (i) international calls; (ii) all national calls, including long distance, local and calls to mobile networks; or (iii) options (i) and (ii) together. Carrier Pre-Selection of Internet calls is established through call number allocation.

***Other Statutory Obligations Imposed on Us***

*Number Portability*

Pursuant to the 2004 Communications Act, all fixed line and mobile telephone service providers are required to ensure that their subscribers can keep their existing telephone numbers when they change service providers. Porting may only be refused if an outstanding debt is associated with the subscriber s account.

*Universal Service Obligations*

The 2004 Communications Act defines universal service as a set of basic communications services which must be made available to all customers at an affordable price. Universal service includes providing access to the fixed line telephone network at a specified minimum quality, operating public payphones with regulated density, issuing a public directory of subscribers, providing operator services, and providing free emergency calls.

Operators are entitled to compensation in relation to any unfair burden arising from the universal service obligation. The amount of compensation is calculated as the avoidable cost that would not have occurred if the operator had no universal service related obligations, less the possible gains (such as increasing brand equity) from offering the universal services. Operators who decide to apply for compensation prepare a financial model once a year and submit it to the NHH for examination and the Minister of Economics and Transport for approval.

We became a universal service provider in our historical concession areas on the basis of the universal service agreements concluded with the legal predecessor of the current Minister in 2002, which agreements have since been revised to comply with the current E.U. regulatory regime. The agreements proclaimed that an unfair burden in relation to the universal service obligation has to be compensated for by the Universal Service Fund (the  Fund ). All voice telephone operators and Internet Service Providers using dial up telephone connections are required by law to contribute to the Fund. The annual amount of the contribution is determined on the basis of the actual financing needs of the Fund, however, the contribution may not exceed 0.5% of the net revenue of the operator from voice telephony and dial-up Internet services.

Prior to 2004, the amount of the universal service obligation compensation was calculated as the income lost due to the fact that the regulated monthly fee of the universal service package was lower than that of the normal subscription packages. The 2003 in-payment obligations were challenged by the mobile service operators in court. Due to the pending legal proceedings, no further payments were made from the Fund.

In the meantime, the calculation in force was criticized by the non-fixed operators and the European Commission and was amended under the 2004 Communications Act to reflect the net avoidable cost of the

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universal service provider. Since then, although we have submitted the due calculations for the years 2004 and 2005, each of these calculations have been rejected by the authorities. We have contested such decisions in court and the proceedings are currently still pending. Nevertheless, no further compensation has been accrued since 2004 due to the ongoing legal proceedings surrounding the legislation regarding the Fund.

Our Universal Service Contract expired at the end of 2008. The Minister has initiated negotiation about a new contract. We cannot predict the outcome of the negotiations but the ministry already agreed on a much lighter regime that imposes less financial burden on the service providers.

*Price Regulation*

Pursuant to regulatory burdens imposed by the NHH and applicable law, we are currently subject to three retail pricing restrictions; (i) a price cap under the Universal Service Tariff Decree on universal service packages, (ii) an obligation imposed by the Universal Service Tariff Decree to pass on our gains from the gradual reduction of mobile termination charges in our universal service tariff packages to our customers (the Passing Over Obligation ), and (iii) a price cap over retail fixed-line access services.

We have been making significant efforts to comply with the above requirements, however, uncertainties in the calculation of the price caps and the Passing Over Obligation, as well as the developing practice of the NHH, often makes compliance difficult. Although we are periodically subject to NHH investigations of our compliance with the above requirements, we believe that the risks that the NHH finds us as non-compliant are relatively low due to (i) our internal calculations and analyses, (ii) the joint efforts of Invitel and the NHH in 2007 to define a common and acknowledged calculation methodology, and (iii) the recent and planned retail tariffs changes remaining within the boundaries of the retail price cap (and incorporating the Passing Over Obligation).

**Hungarian Taxation**

*Corporate Income Tax.* The operations of our Hungarian subsidiaries are subject to the Hungarian corporate income tax rate of 16%. The Hungarian government introduced an additional 4% solidarity tax effective September 2006.

*Local Tax*. Our Hungarian subsidiaries are subject to local taxes by local municipal governments. The largest local tax is the local business tax, which cannot exceed 2%. The base of the local business tax is revenues less certain allowable costs. When a company is subject to more than one local municipal taxing authority, the base of the local business tax must be allocated between the local municipal taxing authorities. The local business taxes are fully deductible from the corporate income tax base.

*Innovation Contribution.* In 2007, Hungarian companies were subject to a 0.3% levy to fund research and development activities. The base for this tax is the same base as the local business tax.

*Value Added Tax ( VAT ).* The Hungarian VAT system is based on E.U. regulations. VAT is a consumption tax which is fully borne by the final consumer of a product or service. The current standard rates of VAT is 20%. There is a reduced rate of 5% applicable to certain products.

*Social Insurance Contributions.* Hungarian employers are required to pay the state 29% of an employee s gross salary as a social security contribution, 3.0% of an employee s gross salary as the employer s contribution to the unemployment fund, and 1.5% of an employee s gross salary in training fund contributions.

**Our Markets and Services**

***Inside Our Historical Concession Areas***

Through the Hungarian government s tender process and subsequent acquisitions, we acquired exclusive licenses to provide local fixed line voice telephony services within our 14 historical concession areas until the end of 2002. Our historical concession areas are geographically clustered and cover an estimated 2.1 million people, representing approximately 21% of Hungary s population. We have developed a full range of telecommunications services in our historical concession areas where we have a strong presence in the Mass Market Voice, Mass Market Internet, Business and Wholesale markets.

***Outside Our Historical Concession Areas in Hungary***

Prior to the Invitel Acquisition, we expanded beyond the Hungarotel historical concession areas by offering Carrier Selection and Carrier Pre-Selection and Internet services in the Mass Market outside the Hungarotel historical concession areas. Following our acquisition of PanTel in 2005, we expanded our Out-of-Concession offerings in the Mass Market and significantly increased our presence in the Business Market, by using PanTel s nationwide fiber optic backbone network linking every county in Hungary. The network provided fiber optic access to every major city within each Hungarian county. Within a number of these cities, we have microwave access networks which enable us to directly connect Business customers to our backbone fiber network. PanTel also built a metropolitan area network in Budapest, which connects to the backbone network, allowing city-wide coverage in Budapest.

In 2000, Invitel commenced the build-out of its national network infrastructure, and upon the liberalization of the Hungarian fixed line voice telecommunications market and the abolition of the concession monopolies (beginning with T-Com s concession areas in December 2001), Invitel began to provide fixed line voice telecommunications services outside the Invitel historical concession areas. Outside the Invitel historical concession areas, Invitel built a national network which provided Business customers in Budapest and 16 other major urban centers with the ability to be connected directly to Invitel s network, enabling Invitel to deliver voice, data and Internet services, primarily through its point-to-multipoint ( PMP ) microwave networks and metropolitan fiber, or through unbundled local loops and leased lines. Invitel also provided voice and Internet services to Mass Market customers outside the Invitel historical concession areas using Carrier Pre-Selection and Wholesale DSL services.

The acquisition of Tele2 Hungary in October 2007 further expanded our Mass Market voice customer base outside our historical concession areas. The number of Carrier Selection and Carrier Pre-Selection customers outside our historical concession areas was approximately 526,000 as of September 30, 2008 compared to 220,000 as of September 30, 2007, as a result of this acquisition.

***International Wholesale Market***

Using its Hungarian national backbone network, PanTel developed a significant presence in the Wholesale market in Hungary providing services to other fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers. Given Hungary s geographic location bordering six developing countries, PanTel s international operations began by providing an alternative connection to Western Europe to the incumbent and alternative providers of telecommunications services in those countries. Beginning with Romania, Slovakia and Slovenia in 2001, followed by Ukraine and Croatia in 2002, PanTel began providing Western European and United States companies with connections to these countries enabling our clients to provide connectivity to their own corporate clients. In 2004, PanTel expanded further abroad and was the first international company to provide alternative wholesale capacity into Serbia and Bulgaria. In 2006 and 2007, we expanded our international business with large wholesale service contracts to provide connections to Turkey, Macedonia, Montenegro, Bosnia, Albania and Georgia.

Utilizing its Hungarian national backbone, its metropolitan networks and its regional connectivity, Invitel provided wholesale domestic and international voice and data transit services to Hungarian and international telecommunications services providers. Invitel was among the first telecom operators to provide services in and out of Serbia, both in terms of data capacity and voice traffic. Invitel also generated significant revenue leasing its fiber backbone towards Romania. In 2006 Invitel acquired Euroweb International

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Corporation s two Internet and telecom related operating subsidiaries, Euroweb Hungary and Euroweb Romania. Euroweb provided Internet access and additional value-added services including international/national leased line and voice services primarily to Business customers.

Following the acquisition of Memorex and the integration of the Memorex network and organization together with our network and organization, we have created the leading provider of wholesale data and capacity services in the region, based on an extensive 19,000 route kilometer network.

***Our Markets Today***

Today we offer fixed line telecommunications services on a retail basis to residential and Business customers and on a wholesale basis to other operators. We operate in four market segments: Mass Market Voice, Mass Market Internet, Business and Wholesale. We are continually seeking to develop and improve our overall service through improving the quality of our customer care and developing new service packages and offerings.

*Mass Market Voice*

We offer our Mass Market customers a full range of basic and value-added voice services, both inside and outside our 14 historical concession areas. Our basic services in our historical concession areas include access to analog and ISDN2 lines for local, long distance, fixed to mobile and international calling, a full set of operator services, directory services and public telephones. Our value-added services include voicemail, a variety of special calling features such as call waiting, call forwarding and caller ID. New services include a variety of bundled voice, Internet and IPTV packages. Outside our historical concession areas, we provide a full range of basic and value added voice services to Mass Market customers. We have been offering Carrier Pre-Selection based voice services since early 2002, after Hungary s telecommunications market was liberalized. We also have some Carrier Selection customers, mainly as a result of the Tele2 Hungary acquisition, but have focused mainly on Carrier Pre-Selection outside our historical concession areas, as we believe that Carrier Pre-Selection ensures a higher quality and sustainability of revenues than Carrier Selection. These services enable customers who have fixed line voice access provided by other operators (primarily T-Com) to use our voice services. Carrier Pre-Selection and Carrier Selection packages include call charges only, since the monthly access fees are paid to the incumbent provider. The recent acquisition of Tele2 Hungary has added significantly to our Mass Market voice customer base outside our historical concession areas.

*Mass Market Internet*

We generate Mass Market Internet revenue inside our historical concession areas by providing DSL broadband access, Internet and IPTV services over our own network. Outside our historical concession areas, we provide broadband Internet services mainly by purchasing DSL services on a wholesale basis from the incumbent operator and acting as a third party Internet Service Provider. Outside our historical concession areas, we have also recently begun offering higher speed Internet access services using Local Loop Unbundling, in which case we rent the basic copper telephone line from the incumbent operator.

We provide this service on a flat fee basis at three different standard bandwidths (1 Mbps, 4 Mbps and 8 Mbps) inside and outside our historical concession areas.

In our historical concession areas we offer DSL through our own network. Substantially all of our network is already capable of providing DSL services. We expect revenue from DSL services to grow as the result of a number of factors, including:

- a gradual increase in personal computer penetration and demand for Internet access in Hungary;
- DSL continuing to maintain its higher market share than that of cable-based Internet services;

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continuous DSL development in new residential housing and other areas; and

focused marketing campaigns which have previously proved successful.

Although we still have some dial-up access Internet customers, we have stopped to actively market dial-up access services. The number of our dial-up access Internet customers has declined sharply since the beginning of 2005 and we expect that this product will continue to be used by only a small number of customers in the future.

*Business*

We offer fixed line voice, data, Internet and server hosting services to SME businesses, larger corporations and governmental and other institutional customers nationwide. Our Business customers are defined as enterprises with over five employees. Inside our historical concession areas, we provide these services directly through our incumbent network. Outside our historical concession areas, we can provide Business customers throughout Hungary with direct access to our voice, data and Internet services by directly connecting them to our national backbone network by using our own point-to-point ( PP ) and point-to-multipoint microwave network or metropolitan fiber, or by using unbundled local loops or through leased lines. Recently we have also started to deploy WiMAX technology in certain areas in order to directly connect business customers.

Our nationwide voice services include a full range of basic and value added voice services, including operator services, call waiting, call forwarding and toll-free numbers through analog PSTN, ISDN2, and ISDN30 connections.

Our nationwide Business data services include managed leased line services, IP-Virtual Private Network ( VPN ) services, and national frame relay Asynchronous Transfer Mode ( ATM ) services, which is a broadband, network transport service that provides an efficient means of moving large quantities of information. Our managed leased line service consists of analog and digital point-to-point leased lines which businesses and institutions can use to establish direct digital connections between each other on a closed network, enabling the exchange of audio, data and multimedia files. We provide nationwide IP-VPN services from 64 Kbps to 1 Gbps. Our IP-VPN network uses MPLS technology that allows unified, flexible, secure and value added voice, data and Internet services. Our national frame relay service enables high-speed switched digital data communication and can transport voice and data at the same time.

Our nationwide Business Internet services consist primarily of Internet access and server-hosting services. Our Internet access services are provided through leased lines and DSL services nationwide. Business DSL services are available in four standard bandwidths (1 Mbps, 4 Mbps, 8 Mbps and 18 Mbps). We also offer Business customers the IP Sec feature, which allows Business customers to work from home via secure broadband Internet access.

We offer these services individually or on a bundled basis to Business customers nationwide, including voice and Internet packages for smaller enterprises and voice, data and Internet packages for larger businesses. We have introduced business loyalty programs under which we offer discounts on either the full portfolio or certain designated services, according to individual user profiles. We believe that these loyalty programs increase usage, decrease churn, and enable us to capture a higher proportion of our Business customers expenditure on telecommunications services.

Outside our historical concession areas, we also provide lower-volume Business customers with voice services using Carrier Pre-Selection and DSL Internet services by purchasing wholesale DSL services from the incumbent local telephone operator.

*Wholesale*

We provide voice, data and bandwidth capacity services on a wholesale basis to other operators and service providers. These services typically generate revenue in the form of rental payments for capacity or

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managed bandwidth services and traffic-based charges for voice transit services to and from other Hungarian and international telecommunication service providers. Capacity services generate revenue based on the bandwidth of the service and the distance between the endpoints of the customers. Internationally, we transport voice, data and Internet traffic into, and out of, Hungary and within the Central and South Eastern European region. We have interconnection agreements with carriers to transport voice, data and Internet traffic worldwide.

Our Wholesale business consists of four product lines: providing managed bandwidth services; providing dark fiber; providing IP capacity; and providing wholesale voice services.

We provide managed bandwidth services with speeds up to 10 Gbps for a wide range of United States and European telecommunications service providers. This means, for example, that for a large U.S.-based telecom company we can provide and manage entirely the leased line connections to the endpoints of a network which they are providing for one of their corporate clients. These endpoints can be corporate premises or regional telecommunications hubs. We also provide lateral support services such as co-location and managed router services.

Providing dark fiber entails renting fiber optic cables to cable television operators, mobile operators and government institutions allowing them to manage their own networks. We provide co-location facilities in addition to repair and maintenance services to these customers.

Providing IP capacity entails providing connectivity to the Internet at a guaranteed minimum bandwidth to Internet Service Providers and cable television operators which are providing Internet services. Our service is fully protected and routed on two independent routes back to tier 1 providers points-of-presence in Frankfurt.

Our wholesale voice services involve routing voice calls to worldwide destinations. We have over 120 international connections to incumbent telecommunications services providers, alternative fixed line telecommunications services providers, mobile operators and cable television operators, enabling us to route their calls globally. While this service is somewhat of a commodity business, we focus on new operators in developing countries. This enables us to establish relationships with these clients which often leads to our providing more profitable data services.

**Pricing and Tariffs**

***Mass Market in Concession Fees***

We charge our Mass Market Voice customers a monthly subscription fee and measured service fees for local, mobile, long distance and international calls. With respect to our Mass Market Internet customers, we generally charge a fixed monthly fee.

Competition in the Mass Market Voice market in our historical concession areas from mobile operators, fixed line operators and, more recently, cable television companies has driven down the pricing of our Mass Market Voice service packages. In response, we were the first fixed line operator in Hungary to introduce voice packages that provided customers with the flexibility to choose between different price options. For example, our customers can choose between packages with a higher monthly subscription fee bundled with cheaper off-peak calls or minutes included in the monthly subscription fee or more favorable tariffs in preferred call directions. In order to ensure that our service offerings remain highly competitive, we introduce new packages for all markets on a regular basis. The overall effect has been to increase the proportion of revenue derived from the monthly subscription fees, as opposed to revenue from individual call charges.

In addition to developing new pricing structures, we have initiated a bundling strategy. Our bundled offerings include extra voice minutes and Internet access and/or usage in voice package monthly fees. These packages can range from offers including dial-up minutes for beginners or low-end Internet users to high-end packages with unlimited DSL access. Our sales strategies emphasize our new commercial packages with higher

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monthly fees but with local and off-peak calls included in the base monthly subscription fee or with low call charges in all directions. We often run retention programs with DSL access to keep our customers from switching to cable television operators. We also target residences without any service by offering bundled voice and Internet packages. We believe that we currently achieve approximately 75% of new line subscription through bundled voice/DSL offerings. Furthermore since June 2008, we have also been offering IPTV to customers in most of our historical concession areas, and plan to introduce these services in our remaining historical concession areas in February. InviTV is offered bundled with voice service and Internet access as a triple play package, or with Internet access as a dual play package.

***Mass Market Out-of-Concession Fees***

Outside our historical concession areas, we offer Carrier Pre-Selection based voice services. While we have Carrier Selection customers (principally from the Tele2 Hungary acquisition), we are not actively marketing that service but instead are trying to convert those higher value Carrier Selection customers to Carrier Pre-Selection based services. For such services, we bill on the basis of usage (i.e. minutes), since the monthly subscription fees are paid by the customer to the incumbent provider to whose access network the customer is directly connected. Our pricing packages outside of our historical concession areas tend to be simpler, not differentiating so much between types of calls. Our Mass Market Voice customers outside of our historical concession areas tend to be more sensitive to price.

With respect to the Mass Market Internet market outside of our historical concession areas, we charge a fixed monthly fee with no usage fee. We face strong competition in the Mass Market Internet market outside our historical concession areas, and accordingly, re-evaluate the pricing of our services on a regular basis, creating customized packages in order to differentiate us from our competitors.

***Business Fees***

In the Business market, we price voice, Internet and data services individually or on a bundled basis. Business voice tariffs have decreased significantly since the beginning of 2004 as a result of increased competition from both fixed and mobile operators. In our historical concession areas, we have introduced retention offers providing competitive call charges to attract longer term customer commitment.

Outside our historical concession areas, we offer packages with volume based tariffs providing lower per-minute rates for higher levels of traffic.

***Wholesale Fees***

For managed bandwidth services, we charge our customers a fixed monthly fee for a guaranteed minimum bandwidth along with a service agreement.

When we provide dark fiber, we generally charge a monthly fee on a per kilometer basis. Customers often require us to extend our backbone network directly to their premises or to another city or, in the case of mobile operators, to one of their central switching locations. We generally charge our customers a one-time fee for extending our network to meet customer requirements.

For IP capacity services, we generally charge a monthly fee based on a guaranteed minimum bandwidth along with a service agreement. Customers can also pay for a committed amount of bandwidth and pay for more bandwidth, if available, as needed.

For wholesale voice services, we generally charge our customers a variable amount based on the length of the call, the time of day and the destination. In certain cases, we enter into bi-lateral agreements with other parties, pursuant to which we agree to send and receive a specified amount of voice traffic to each other. This reduces the variability in the wholesale voice business overall, but the percentage of business that may be traded on this basis is limited because the traffic flows can not be predicted with certainty.

*Interconnection Fees*

A small portion of our revenue and a substantial portion of our cost of sales are derived from interconnection fees. Interconnection fees were introduced to ensure widespread provision and interoperability of telecommunications services. Operators of public telecommunications networks have a right and, when requested by other operators, an obligation to interconnect their networks to each other. Customers can choose any telecommunications services provider and still be able to call customers of other service providers. The telecommunications services provider that provides the initial connection and the telecommunications services provider that terminates the call, as well as any telecommunications services provider that transports the traffic between the two, share in the revenue collected from the call. Interconnection charges, like retail voice tariffs, are often dependent on the time of day that the call is placed, the length of the call and the distance covered. The settlements are done through wholesale arrangements and the fees are largely regulated.

We receive per minute call termination fees for completing calls, which are passed to us from other telecom operators (fixed line, mobile, cable television operators, whether within or outside Hungary), to our customers who are directly connected to our network. This applies to any of our directly connected customers, whether within, or outside, our historical concession areas. In our historical concession areas, our customer would be directly connected to our network. Outside our historical concession areas, the customer could be directly connected to our network through either a point-to-point or point-to-multipoint wireless connection, metropolitan fiber, a leased line, Local Loop Unbundling or over WiMAX.

We pay per minute call termination fees to other telecom operators for completing calls originating from our customers (including any of our directly connected voice customers, our customers using Carrier Pre-Selection and Carrier Selection services outside our historical concession areas and our wholesale carrier customers) to customers which are directly connected to the network of other telecom operators (fixed line, mobile or cable television operators, whether within or outside Hungary).

We receive per-minute call origination fees when any customer which is directly connected to our network elects to use a competing fixed line telecommunications services provider to make outgoing calls through the use of either Carrier Pre-Selection or Carrier Selection (in these cases we still collect a monthly subscription fee from the customer for the use of our fixed line connection).

We pay per minute call origination fees when a customer which is directly connected to another Hungarian fixed operator s network, elects to use our service to make outgoing calls through the use of either Carrier Pre-Selection or Carrier Selection (in these cases, the operator to whose network the customer is directly connected still collects a monthly subscription fee from the customer, for the use of the fixed connection). See Hungarian Regulatory Environment.

*Local Loop Unbundling Fees*

When we connect a customer to our network through a Local Loop Unbundling arrangement, we rent the connection to the customer from the incumbent local operator for a monthly fee. We then collect from our customer a monthly subscription fee and a traffic fee for service or a bundled fee. The incumbent operator loses the billing relationship with the customer. Conversely, when a competitor comes into one of our historical concession areas and connects a subscriber to their network through a Local Loop Unbundling arrangement with us, we receive a monthly fee for allowing the competitor to use the telephone line that we own. See Hungarian Regulatory Environment.

**Our Customers**

As of September 30, 2008, we had approximately 389,000 telephone lines connected to our network within our historical concession areas to service Mass Market Voice customers and we had approximately 526,000 Mass Market Voice customers outside our historical concession areas connected through CPS, CS or LLU. This is compared to December 31, 2007 when we had approximately 405,000 telephone lines in service within our historical concession areas to service Mass Market Voice customers and approximately 662,000 active Mass Market Voice customers connected through indirect access outside our historical concession areas. The decrease in the number of active Mass Market Voice customers outside our historical concession areas from 662,000 as of December 31, 2007 to 526,000 as of September 30, 2008 is due to churn of low value CS customers.

As of September 30, 2008, we had approximately 135,000 Mass Market broadband DSL customers, of which approximately 109,000 were connected directly to our networks within our historical concession areas and 26,000 were outside our historical concession areas and serviced principally by our purchasing wholesale DSL services from the incumbent local telephone operator (primarily T-Com). The number of IPTV customers has increased to 1,380 as of September 30, 2008 since the beginning of May, when we introduced this service.

As of September 30, 2008, we had approximately 47,000 voice telephone lines within our historical concession areas serving business customers which is the same as 2007 year end level. Outside our historical concession areas, we had approximately 59,000 direct access voice telephone lines and approximately 12,000 indirect access voice telephone lines as of September 30, 2008, compared to approximately 58,000 direct access voice telephone lines and approximately 13,000 indirect access voice telephone lines as of December 31, 2007. As of September 30, 2008, we had approximately 18,000 DSL lines and approximately 15,000 leased lines compared to approximately 16,000 DSL lines and approximately 12,000 leased lines at 2007 year end.

We have a diversified revenue and cash flow base, making us less susceptible to market pressures in any particular market segment. For the nine months ended September 30, 2008, we derived approximately 30% of our revenue from Mass Market Voice, 10% from Mass Market Internet, 27% from Business and 33% from Wholesale.

In the Wholesale market, we had over 570 customers as of September 30, 2008, which customers include telecommunication services providers from across Western Europe and the United States, incumbent telecommunications services providers, alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers.

**Sales and Distribution Channels**

***Mass Market***

In our historical concession areas, our Mass Market Voice and Mass Market Internet sales channels include walk-in shops, point-of-sale reseller and partner shops, independent third-party sales agents, our own telesales operations and our Internet web site. We have 17 walk-in shops that we manage in our historical concession areas. Our services are sold to Mass Market customers outside our historical concession areas through a non-exclusive network of agents and point-of-sale reseller and partner shops and our own and outsourced third-party telesales operations.

***Business***

Our direct sales force of new Business sales managers and corporate account managers is our primary Business sales channel. Corporate account managers are responsible for managing the relationship with and developing business with our larger corporate customers. Our new Business sales managers are responsible for driving new business acquisition in the SME market. This group also works with a specialized telesales group for contract renewals and for appointment setting, and for sales to lower-end SME customers.

We also use agents and resellers as indirect distribution channels, which allows us to expand the geographical range of our Business sales and improve our coverage of the small enterprise market. In the case of contracts originated by our resellers and strategic partners, we become the contracting party and the exclusive owner of the customer in respect of the telecommunication services.

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*Wholesale*

Our Wholesale sales efforts are split into separate international and domestic channels. Internationally, our business development and sales staff focuses on selling managed bandwidth services, IP capacity services and wholesale voice services directly to incumbent fixed line telecommunications services providers, alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers in the Central and South Eastern European region. Our sales staff are also focused on securing competitive and technically sound managed bandwidth solutions for Western European and U.S. telecommunications companies so that we can serve as a one-stop sub-provider in meeting their corporate customers regional needs.

Domestically, we have a dedicated business development and sales staff that focuses primarily on marketing our IP capacity and dark fiber services throughout Hungary to mobile operators, cable television operators and Internet Service Providers.

**Our Network**

*Overview*

Our telecommunications network is comprised of our original network in the Hungarotel historical concession areas, the national and international backbone network and access networks that we added when we acquired PanTel in 2005, the network acquired with the Invitel Acquisition in 2007, which network consisted of the network covering the Invitel historical concession areas as well as a national backbone network and access networks covering many of Hungary s urban centers, and the regional network added with the acquisition of Memorex in 2008. Today, our telecommunications network consists of a national backbone network and access networks throughout Hungary as well as an international backbone network in the Central and South Eastern European region.

Within our 14 historical concession areas, our network covers approximately 2.1 million people, or approximately 21% of Hungary s population. Our network allows us to offer DSL services to substantially all of the population in our historical concession areas and fully integrated voice, data and Internet services to all of our Business customers in our historical concession areas. Outside of our historical concession areas in Hungary, we have points of presence in Budapest and more than 40 other major urban centers.

*Backbone Network*

Our national fiber network comprises approximately 10,000 route kilometers of fiber (8,500 route kilometers in the backbone and 1,500 route kilometers of access network) and our international backbone network comprises approximately 19,000 route kilometers of fiber with approximately 40 points of presence in 14 different countries. Our network carries traffic between the major cities of Hungary, provides connectivity to and within our historical concession areas, connects major urban business centers outside our historical concession areas and provides international connectivity. Our backbone network consists of fiber rings that are on a par with Western European digital network standards and has been designed for an open architecture using Synchronous Digital Hierarchy ( SDH ) and Dense Wavelength Division Multiplexing ( DWDM ) technologies.

*Access Networks Inside Our Historical Concession Areas*

Within our historical concession areas, we have versatile modern telecommunications networks. The networks are designed to offer voice and broadband (DSL) services to substantially all of our customers as well as data services to our Business customers. The network is based on a combination of copper lines, wireless technologies (WiFi and Digital Enhanced Cordless Telecommunications (a wireless standard based on time

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division multiple access technology used for wireless local loop systems), which is now being replaced by WiMAX) and fiber optic cable for some major customers. The combination of conventional fiber and wireless local loop technology gives us flexibility with respect to the development of our network and the opportunity to target strategic capital expenditures.

***Access Networks Outside Our Historical Concession Areas***

*Point-to-Multipoint Networks.* We have developed the largest point-to-multipoint radio system in Hungary in the licensed 3.5 GHz frequency band. By covering Budapest, 20 other major urban centers and two other smaller cities outside our historical concession areas, we have gained a competitive advantage by creating an alternative access network independent of T-Com s local loops. These networks enable us to deliver a full complement of managed voice, data and Internet services to our Business customers.

*Point-to-Point Networks.* We use Point-to-Point microwave radio to provide high bandwidth connection to corporate clients and to a lesser extent as backhaul transmission to interconnect PMP sites to our network. The majority of our PP sites have been deployed in Budapest. We have installed more than 1,300 PP links to date for connection to corporate clients and approximately 150 links to provide connections between PMP and PP sites.

*Metropolitan Areas Networks ( MANs ).* In addition to the PMP and PP networks, we operate approximately 1,500 route kilometers of MANs in Budapest and eight of the urban centers outside our historical concessions areas. Our MANs provide a direct link between our backbone network and radio (PP and PMP) base stations. This allows the city rings to be fully integrated in a seamless manner with our overall network. Each MAN is built with fiber cable technology which is essentially the same as that used for our backbone network. Our Budapest MAN consists of more than 1,000 route kilometers and passes through areas of the capital with significant business potential.

The networks which we operate outside our historical concession areas also include network lines which we lease from other telecommunications operators and beginning in 2006 unbundled local loops (Local Loop Unbundling). This enables us to reach a wider geographical area beyond the coverage of our PMP and PP networks and MANs over which we have control. Local Loop Unbundling also provides us with a lower cost option for directly connecting smaller business customers. In addition, we have recently installed 29 WiMAX base stations on the outskirts of Budapest and 12 other cities to provide alternative low cost access methodology to directly connect principally smaller business customers.

***Switched Voice Network***

We have deployed a fully digital switching network hierarchy. A total of 19 Exchanges have been deployed in a hierarchical network. Local Exchanges handle the interconnection of customer lines and the switching of local traffic. Traffic for other areas is handed to the Primary Exchanges. Secondary Exchanges provide the transit functionality for switching traffic between different regions. Secondary Exchanges also handle interconnection of Business voice from outside our historical concession areas. The International Gateway Exchange is the point of interconnection for all international, national and mobile traffic in our network.

***Data and Leased Line Network***

*Multi-service network.* We have deployed an extensive multi-service network to provide advanced IP based services to corporate, SME and ISP clients. The range of services includes IP based VPN, virtual dial-up networks, VoIP, Internet access, VLAN and Extranet services. This enables us to provide tailored services to meet the customers needs. This multi-service network has been deployed throughout Budapest, our historical concession areas and 16 major cities in Hungary. The main nodes are interconnected by a 10 Gigabit Ethernet network which also extends nationally to the main centers in our historical concession areas. The smaller nodes are connected in a star or mesh configuration.

*Managed leased line network.* The managed leased line network provides last mile access to leased line customers. The extensive network provides multiple POPs for MLL services. It also provides cross-connect capabilities to enable leased line networks to be remotely reconfigured. Leased Line services are provided through fiber, PP and PMP networks in more than 40 cities outside our historical concession areas.

Both the multi-service and the leased line networks are well designed and offer capacity and flexibility for the positioning of advanced data and leased line services.

***The Memorex Network***

We acquired Memorex in March 2008. Memorex (subsequently renamed Invitel International AG) operated over 12,500 route kilometers of fiber optic cable in the region which enabled it to provide high quality wholesale services to large international carriers. Memorex invested approximately 54 million (approximately $69.5 million at current exchange rates) in its network over the last two years. The Memorex Acquisition has further developed our position in the Wholesale market in the region. Following the acquisition of Memorex, we are the leading independent provider of wholesale data and capacity services in the Central and Eastern European market with a network now comprising around 19,000 route kilometers of fiber.

***Interconnection Agreements with Other Operators***

We have interconnection agreements with each of the major Hungarian fixed line, mobile and alternative operators, including, among others, T-Com, Monortel, T-Mobile, Pannon GSM, Vodafone and GTS-Datanet. The objective of these interconnection agreements is to enable the parties to access each other s networks and terminate traffic originated in the other party s network, which enables the two operators customers to connect with each other. These interconnection agreements are typically for indefinite terms and are based on, or incorporate the terms of, our RIOs. If the other interconnection party is considered to have SMP, then typically the terms of the other party s RIO are also incorporated. See -Hungarian Regulatory Environment beginning on page 60.

We also have interconnection agreements with foreign telecommunications network operators, including, among others, Belgacom, British Telecom, Cesky Telecom, Telekom Austria, Romania Data Systems and T-Systems (Germany). These interconnection agreements relate to interconnection and the provision of reciprocal international carrier services. These agreements are typically for indefinite terms. Under these agreements, we sell wholesale capacity (transit services) and purchase transit and termination services.

***Network Access Agreements with Internet Service Providers***

We partner with various ISPs under network management agreements to provide Mass Market Internet and Business Internet services nationally. These agreements provide for Internet access through our networks via DSL and dial-up access technologies. See -Hungarian Regulatory Environment beginning on page 60.

We have been a DSL services provider in our historical concession areas since 2001. We offer DSL services in our historical concession areas on a wholesale basis, mainly to T-Online (T-Com s Internet Service Provider) and Enternet.

Outside our historical concession areas, we have network access agreements with T-Com and Monortel for DSL services and dial-up access.

Additionally, in the Wholesale market, we act as a nationwide Internet Service Provider and purchase international peering services primarily through tier 1 carriers such as Telia and Verizon.

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*Network Management*

We monitor our voice network with continuously running systems, which has enabled us to improve our quality of service to an average fault rate per month which was below 0.0075% in 2007, which we believe is comparable to European benchmark operators and is significantly better than the threshold imposed by the Hungarian regulatory authorities. We are able to monitor and manage our ISDN 30 and Business data and Internet service, on our network. Monitoring provides us with the proactive management ability of network/service failures, allowing us to provide a high, guaranteed level of service availability, which is particularly important to and valued by our Business customers.

We also constantly monitor our IP network using a new network management system that runs on a Hewlett Packard ( HP ) platform using HP Openview. This HP platform provides integrated management of our operation and maintenance processes by our centralized network management staff and significantly reduces our network operating costs. These network monitoring systems, which also have back-up facilities, are located at our Service Management Center near our corporate headquarters in Budaörs near Budapest and can be accessed from other locations on our network.

In addition, we have a trouble ticketing system, which contains data on customer service level agreements. This ensures that we apply the appropriate priority and escalation levels to logged calls.

**Billing and Customer Care Software Systems**

We currently operate on a single monthly billing period. At the end of each billing period, the external systems provide metered data to the billing systems and an update is prepared for the general ledger. The majority of billing files are sent to a third party for printing and distribution. The vast majority of our customers pay their bills through the Hungarian Post Office s third party payment system. Under this system, customers fill out a payment order and pay the amount due to the Hungarian Post Office, which in turn transfers all amounts paid by our customers promptly to our account. The Hungarian Post Office s third party payment system has traditionally been the main means of bill payment for service providers in Hungary. A minority of our customers pay their bills through direct debit and bank transfers.

We currently operate four different billing systems:

- *CosmOSS*, a post-paid billing system that provides billing services to Mass Market and Business customers. CosmOSS bills for both voice and data services. CosmOSS is operated by Euromacc Kft.

- *Telema*x, a post-paid billing system that provides billing services to Mass Market and Business customers. Telemax bills for both voice and data services. The Telemax billing system is also used to bill for indirect Long Distance Voice Services. Telemax is operated by Hewlett Packard.

- *Infranet*, a post-paid billing system that provides data billing services.

- *FusionR,* a post-paid billing system that provides billing services for certain important Business customers, Wholesale services and Carrier Pre-Selection and Carrier Selection services.

We also operate four different customer administration systems:

- *Contract Management ( CM )* is an order management application that provides a consolidated platform for the entire Business customer market. It also supports the entire sales cycle from prospect to contract.

- *Network Management Tool ( NMT )* is an order management system serving Mass Market customers with voice services and automatic provisioning support for Mass Market and Business customers.

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*Internet Administrator ( IA )* is an order management application serving Mass Market customers with Internet and bundled (Voice and IP) services with automatic provisioning support.

*VITRIN* is a workflow application providing provisioning workflow support for Business data services.

We believe that our billing and customer care systems are adequate to currently meet the functional requirement of invoicing our customer base.

**Employees**

As of the end of September 2008, the HTCC group had approximately 1,495 employees, of which approximately 1,250 were located within Hungary. A breakdown by job function is set forth in the table below. We consider our relations with our employees to be satisfactory.

| Function | Number of Employees |
|---|---|
| Marketing | 71 |
| Sales | 310 |
| Operations | 820 |
| Finance | 148 |
| IT | 76 |
| Human Resources and Legal | 37 |
| General Management and Administration | 33 |
| **Total** | **1,495** |

**Description of Property**

Our properties do not lend themselves to simple description by character and location. Our material properties include properties that we own that comprise part of our telecommunications infrastructure ( telecom freehold properties), properties that we lease that comprise part of our telecommunications infrastructure ( telecom leasehold properties) and properties that we lease in connection with the day-to-day operations of our business ( other leasehold properties).

Our investment in property, plant, property and equipment was $1,093 million at September 30, 2008. Our investment in plant, property and equipment, net of depreciation consisted of the following at September 30, 2008 (in thousands):

| | |
|---|---|
| Land and Buildings | $ 11,675 |
| Telecommunications equipment | 759,287 |
| Other equipment | 21,051 |
| Construction in progress | 27,555 |
| **Total** | **$ 819,568** |

Land and buildings consists of land and land improvements and central office buildings. Telecommunications equipment consists primarily of aerial cable, underground cable, conduit and wiring, wireless plant, telephone poles, switching equipment, transmission equipment and related facilities. Other equipment consists of vehicles, office furniture and equipment, computers and related accessories. Construction in progress consists of assets which are under construction as part of long-term projects and are expected to be put into operation within one year.

We have secured all the necessary rights-of-way with respect to our telecommunications networks. We believe that our properties are adequate for our present needs but we periodically review our future needs.

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All of these properties are subject to liens under our debt instruments.

We lease our principal executive offices just outside of Budapest, Hungary and also have a United States office located in Seattle, Washington.

**Environmental**

Our operations are subject to a variety of laws and regulations relating to land use and environmental protection. We have a good relationship with the environmental authorities. Our internal environmental protection activities are governed by certain internal rules on environmental protection issued by us, for the purpose of educating our employees about environmental protection and requiring them to be environmentally conscious. In the past five years, no environmental fines have been imposed on us. We believe that we are in substantial compliance with all applicable requirements.

**Legal Proceedings**

***Local Business Tax***

Three Hungarian municipalities initiated court proceedings against us in the Metropolitan Court of Budapest seeking payment in connection with an ambiguous provision in some of our concession contracts regarding the payment of local municipal taxes. On May 15, 2008 the Metropolitan Court ruled on our behalf and denied the claims of the municipalities. On October 30, 2008 the Metropolitan Court of Appeal overturned, in part, the lower court s ruling and awarded the municipalities HUF 919 million (approximately $5.4 million) plus interest and cost to the plaintiffs.

We have a right to apply to the Hungarian Supreme Court for a special review and a suspension of the judgment although there is no guarantee that the Hungarian Supreme Court will review this case. However, we are currently in the process of negotiating with the municipalities with a view to reaching a final settlement with respect to the totality of these claims. To be compliant with our accounting standards we have made a provision for this contingent liability in the amount of HUF 2.2 billion (approximately $13 million) for the period ended September 30, 2008 and it is included in income tax expense.

One municipality made a claim to us, which we rejected, for HUF 57 million (approximately $0.3 million) but has not initiated any formal legal proceedings. The other municipalities that made claims to us, which we rejected, did not initiate formal legal proceedings by the legal deadline and, therefore, lost their ability to initiate formal legal proceedings.

***Fazis***

During 1996 and 1997, one of our operating subsidiaries, Hungarotel, entered into several construction contracts with Fazis, a Hungarian contractor ( Fazis ), which totaled $59.0 million in the aggregate, $47.5 million of which was financed by a contractor financing facility. Fazis financed the facility through Postabank, a Hungarian bank. We have a disagreement with Fazis with respect to several issues relating to the quality and quantity of the work done by Fazis. We rejected invoices from Fazis in the amount of approximately HUF 700 million (approximately $3.5 million) and Fazis subsequently sought payment under separate invoices in the amount of approximately $24 million (at historical exchange rates), which we disputed because of quantity and quality issues and because of our counterclaim for breach of contract by Fazis, amounting to approximately $31 million (at historical exchange rates).

In order to resolve these issues, Hungarotel purchased from Postabank in 1999 some of Postabank s receivables owed by Fazis to Postabank (HUF 4.0 billion; approximately $20.1 million) with respect to the contractor financing facility. Hungarotel also purchased from Postabank some of the obligations which

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Hungarotel owed to Fazis under the contractor financing facility which were assumed by Postabank (HUF 7.0 billion; approximately $35.2 million). Hungarotel then set off its remaining uncontested liabilities owed to Fazis (HUF 900 million; approximately $4.5 million) against the amounts owed to Hungarotel by Fazis (HUF 4.0 billion; approximately $20.1 million).

Fazis and Reorg Rt. ( Reorg, a company responsible for collecting Postabank s debts) contested a number of actions in Hungarian court proceedings. In 2004, Hungarotel prevailed against both parties and both Fazis and Reorg s legal proceedings regarding these matters were terminated.

In January 2005, Fazis commenced proceedings against Hungarotel before the arbitration court that is a part of the Hungarian Chamber of Commerce alleging a new cause of action arising from the original construction contracts. Fazis new claim was for alleged unpaid invoices in the amount of HUF 1.7 billion (approximately $8.5 million), including interest and VAT. In January 2006, the Arbitration Court ruled in Hungarotel s favor. Fazis efforts to set aside or overturn this ruling have not been successful to date.

In March 2005, Hungarotel initiated legal proceedings against Fazis in the Budapest Metropolitan Court seeking HUF 3.5 billion (HUF 3.1 billion plus interest; approximately $17.6 million) for the debt Fazis owed Hungarotel following the set off against the receivable purchased from Postabank in 1999. The court rendered a judgment in Hungarotel s favor and ordered Fazis to pay HUF 3.5 billion ($17.6 million) plus late payment interest. Fazis may appeal. We do not expect to collect anything on this judgment but such judgment should protect us should Fazis ever obtain a successful judgment against us which we do not believe will ever occur.

Finally, Hungarotel, which we recently merged into our subsidiary Invitel, still has a larger claim against Fazis, $31 million, for breach of contract. We are reviewing our options with respect to this claim.

*Other*

Several of our operating subsidiaries are involved in various other legal actions arising in the ordinary course of business. We are contesting these legal actions in addition to the actions noted above; however, the outcome of individual matters is not predictable with assurance. Although the ultimate resolution of these actions (including the actions discussed above) is not presently determinable, we believe that any liability resulting from the current pending legal actions involving our operating subsidiaries, in excess of amounts provided therefor, will not have a material effect on our consolidated financial position, results of operations or liquidity.

**Related Party Transactions**

As of February 2, 2009, TDC A/S, the leading provider of communications solutions in Denmark owned approximately 63.9% of our outstanding common stock. Four out of the seven members of our board of directors are officers of TDC. TDC owns 30,000 shares of preferred stock which are convertible into 300,000 shares of our common stock. We have reciprocal commercial agreements in place with TDC pursuant to which we transport international voice, data and Internet traffic over our respective telecommunications networks for each other.

At December 31, 2006, the amount due to related parties totaling $2,881,000 represented cumulative preferred stock dividends in arrears, in the amount of $756,000, an accrual of $2,033,000 as an estimate of the costs for various individuals employed by TDC who performed work for us, including our then President and Chief Executive Officer and the head of Corporate Business Development (see below), for 2005 and for 2006 and an accrual related to uninvoiced directors and officers liability insurance costs amounting to $92,000. TDC owned warrants enabling it to purchase 2,500,000 shares of our common stock at $10 per share with a warrant expiration date of March 31, 2007. TDC also owned $25 million of notes issued by us which matured in March 2007. Interest was payable semi-annually at the applicable U.S. Dollar LIBOR rate for the interest period plus 3.5% (8.9% in total at December 31, 2006). During 2006, we paid TDC $1,961,000 in interest on the notes.

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At December 31, 2007, the net balance of receivables from and payables to related parties was a net payable to TDC in the amount of $1,400,000. This represented cumulative preferred stock dividends in arrears payable to TDC in the amount of $850,000, an accrual of $453,000 for strategic projects; $201,000 for the costs for various individuals employed by TDC who performed work for us and a net $104,000 receivable in connection with the transport of international voice, data and Internet traffic on our and TDC s respective telecommunications networks for each other and other items.

At September 30, 2008, the net balance of receivables from and payables to related parties was a net payable to TDC in the amount of $891,000. This represents cumulative preferred stock dividends in arrears payable to TDC in the amount of $934,000 and a net $43,000 receivable in connection with our agreements to transport telecommunications traffic for each other.

Torben V. Holm was an employee of TDC when he served as our President and Chief Executive Officer and as the head of management s executive committee from 2005 through April 2007. Alex Wurtz was also an employee of TDC when he served as our head of Corporate Business Development and as a member of management s executive committee from 2005 to April 2007.

For Mr. Holm, we paid TDC 981,371 (approximately $1.4 million) for his services for the period from May 2005 through April 2007. We were also responsible for paying other costs pertaining to Mr. Holm, including housing in Budapest and for certain of Mr. Holm s travel costs back to his home in Denmark.

For Mr. Wurtz, we paid TDC 501,707 (approximately $0.7 million) for his services for the period from June 2005 through April 2007. We were also responsible for paying Mr. Wurtz s housing in Budapest.

All of the directors of HTCC Delaware are covered by a directors and officers liability policy taken out by TDC. In 2006, we had approximately $308,000 in expenses for our portion of the overall premium paid by TDC. As of December 31, 2007, we had approximately $302,000 in expenses for our portion of the overall premium paid by TDC. As of September 30, 2008, we had approximately $125,000 in expenses for our portion of the overall premium paid by TDC.

We have agreements in place with TDC, pursuant to which we and TDC transport international voice, data and Internet traffic for each other over our respective telecommunications networks. For the years ended December 31, 2007 and 2006, we transported these services for TDC in the amount of approximately $2,117,000 and $1,825,000, respectively, pursuant to such agreements, and for these years, we agreed to pay TDC an amount of approximately $866,000 and $691,000, respectively, pursuant to such agreements. For the nine months ended September 30, 2008 and 2007, we transported these services for TDC and recorded revenue in the amount of approximately $808,000 and $1,707,000, respectively, pursuant to such agreements. For the nine months ended September 30, 2008 and 2007, TDC charged us approximately $497,000 and $641,000, respectively, pursuant to such agreements.

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## DIRECTORS AND EXECUTIVE OFFICERS OF HTCC DELAWARE

The members of HTCC Delaware s current board of directors include: Henrik Scheinemann (Chairman), a Vice-President in TDC s Mergers & Acquisition department; Carsten Dyrup Revsbech (Vice-Chairman), a Senior Vice President and the Chief Financial Officer of TDC s Mobile Nordic group; Ole Steen Andersen, a recently retired member of the Executive Committee and Chief Financial Officer of Danfoss A/S, a Danish company; Robert R. Dogonowski, a director in TDC s Group Strategy department; Peter Feiner, the managing director of Spar Hungary, which operates supermarkets and hypermarkets throughout Hungary; Jens Due Olsen, who is currently a financial consultant and until the end of 2007 was an Executive Vice-President and the Chief Financial Officer of GN Store Nord A/S, a Danish company; and Morten Bull Nielsen, a director and attorney at TDC. Our executive officers are Martin Lea, President and Chief Executive Officer; Robert Bowker, Chief Financial Officer; and Peter T. Noone, General Counsel and Secretary. Messrs. Lea, Bowker and Noone comprise the Executive Committee of management of HTCC Delaware.

### Executive Officer Compensation

The following table includes information concerning compensation for the fiscal years ended December 31, 2008 and 2007 in reference to Martin Lea, our President and Chief Executive Officer, Robert Bowker, our Chief Financial Officer, and Peter T. Noone, our General Counsel and Secretary (collectively, the Named Executive Officers ). The Board has designated Messrs. Lea, Bowker and Noone as executive officers and members of management s executive committee. Certain compensation amounts reported in this table were paid in euros ( ) or Hungarian forint (HUF) and have been converted into U.S. dollars using the relevant average exchange rate correlating to the period in which the payments were made. The amounts reported for Messrs. Lea and Bowker include only amounts earned following our acquisition of Invitel on April 27, 2007.

| Name and Principal Position | Year | Salary ($) | Bonus ($) | Option Awards ($) (1) | Non-Equity Incentive Plan Compensation ($) (2) | Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($) | All Other Compensations ($) | Total ($) |
|---|---|---|---|---|---|---|---|---|
| Robert Bowker, Chief Financial Officer | 2008 | 416,903 | * | | | | 56,459 (3) | 473,362 |
| | 2007 | 255,754 | 203,500 | | 337,500 | | 35,965 | 832,719 |
| Martin Lea, President and Chief Executive Officer | 2008 | 521,127 | * | | | | 131,893 (4) | 653,020 |
| | 2007 | 319,689 | 254,375 | | 337,500 | | 90,615 | 1,002,179 |
| Peter T. Noone, General Counsel and Secretary | 2008 | 253,131 | * | 173,000 | | | 3,939 (5) | 430,070 |
| | 2007 | 242,061 | 61,500 | 169,800 | | | 3,939 | 477,300 |

(1) The accounting expense for 2007 and 2008 in connection with the grant of stock options to Mr. Noone in 2007 and 2008 was calculated in accordance with SFAS 123R and the valuations were made using the Black-Scholes option pricing model.

(2) The amounts reported for Messrs. Bowker and Lea are cash bonus awards which were based on incentive cash bonus plans established as part of the Invitel Acquisition, pursuant to which the company paid cash bonuses of 250,000 ($337,500) to each of the service companies that provide Mr. Lea s and Mr. Bowker s services upon the completion of the company s 200 million Floating Rate Note offering in connection with the Invitel Acquisition.

(3) The 2008 amount reported for Mr. Bowker consists of the value of the following perquisites and other personal benefits: the costs for us to rent an apartment in Budapest for Mr. Bowker and his family ($47,709), and the costs associated with the provision by the company of an automobile in Budapest for Mr. Bowker.

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(4) The 2008 amount reported for Mr. Lea consists of the value of the following perquisites and other personal benefits: the costs for us to rent a house in Budapest for Mr. Lea and his family ($70,680), the costs associated with the provision by the company of an automobile in Budapest for Mr. Lea, and amounts reimbursed by the company to the service company providing Mr. Lea s services for certain educational costs for Mr. Lea s children and some travel costs related thereto ($52,463).

(5) The amounts reported for Mr. Noone consist of payments to Mr. Noone for certain life insurance costs.

* Bonus compensation for the fiscal year ended December 31, 2008 for Messrs. Lea, Bowker and Noone will be determined during the first quarter of 2009.

**Martin Lea:**

Mr. Lea, age 51, has more than 25 years of experience in the data communications, telecommunications and support services sectors. He was appointed as HTCC Delaware s President and Chief Executive Officer on April 27, 2007 upon the Company s acquisition of Invitel. Mr. Lea served as Invitel s Chief Executive Officer since 2004. Prior to that, he was an Executive Vice President with Intertek Group plc from 2001 to 2003. Intertek is a leading global provider of testing, inspection and certification services. From 1998 to 2001, he was the Managing Director of Racal Telecom, a major UK alternative telecom services provider which was acquired by Global Crossing, whereupon he served as Managing Director of Global Crossing s UK operations.

The CEO Service Agreement was entered into in connection with the Invitel Acquisition. It currently provides for an annual management service fee of 359,219 ($455,999 at current exchange rates) paid monthly, which will be reviewed annually. HTCC Delaware is contractually obligated to pay an annual performance bonus up to a maximum of 50% of the annual management service fee. In February 2008 the Board approved a 2007 performance bonus in the amount of 171,875 ($219,395 at current exchange rates). We provide Mr. Lea with the use of a company car and pay for his housing costs in Budapest and, pursuant to the CEO Service Agreement, reimburse the educational costs of Mr. Lea s children (including certain transportation costs associated therewith). The CEO Service Agreement also provided for a special one-time lump sum bonus in 2007 in the amount of 250,000 ($319,159 at current exchange rates), conditioned upon, and paid following the successful completion of our 200 million Floating Rate Note offering in connection with the Invitel Acquisition.

In addition, the CEO Service Agreement provides for a special one-time lump sum bonus payment in the event of a Trigger Event. A Trigger Event generally means any transaction or series of transactions, including a consolidation or merger, following which HTCC Delaware s shareholders no longer own at least 50% of the combined voting power of the surviving entity (or its ultimate parent); or a sale of all or substantially all of the assets of the Company (other than to an affiliate). If a Trigger Event occurs and the per share consideration, determined on a fully diluted basis, to be received by the holders of the shares of HTCC Delaware s Common Stock (the Per Share Consideration ) is at least $14.69, HTCC Delaware shall be required to pay a bonus under the CEO Service Agreement (the Trigger Event Bonus ). The Trigger Event Bonus shall be calculated as follows: (a) 39.47% of $4 million (that is, $1,578,800), plus (b) 39.47% of 10% of the increase in the equity value of HTCC Delaware implied by the increase in the Per Share Consideration over $14.69, but not less than zero plus (c) 39.47% of $3,200,000 if the Per Share Consideration equals or exceeds $17, plus (d) 39.47% of $2,200,000 if the Per Share Consideration equals or exceeds $18. For this purpose, the implied increase in the equity value is determined by multiplying the Per Share Consideration by the total number of shares of HTCC Delaware s Common Stock outstanding, on a fully-diluted basis, on the date of the Trigger Event, and subtracting from the result the amount calculated by multiplying $14.69 by the total number of shares of HTCC Delaware s Common Stock outstanding, on a fully-diluted basis, on April 27, 2007. If HTCC Delaware achieves at least the minimum target equity value for HTCC Delaware s common stockholders upon the occurrence of a Trigger Event, HTCC Delaware will be obligated to pay a minimum bonus of $1,578,800.

The amendment to the CEO Service Agreement further states that, in the event of a transaction or series of transactions resulting in the sale by the company and/or its subsidiaries of a material portion of their collective assets or business that does not constitute a Trigger Event, the company shall be required to pay a bonus in an amount equal to the Trigger Event Bonus that would be payable if the Per Share Consideration was $17 if (i) the company terminates the CEO Service Agreement because it considers it no longer necessary or desirable or

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(ii) the service company terminates the CEO Service Agreement because the company has not offered it an equivalent position. The company does not expect that such termination will occur because the services of the CEO are expected to continue to be necessary and desirable following a sale of a material portion of the collective assets or business of the company and its subsidiaries.

The CEO Service Agreement has also been amended to provide for a special one-time lump sum bonus in the amount of 250,000, conditioned upon, and payable following the successful completion of a refinancing of the Company s obligations under the bridge loan agreement with Merrill Lynch and BNP Paribas, dated March 3, 2008.

**Robert Bowker:**

Mr. Bowker, age 41, was appointed as HTCC Delaware s Chief Financial Officer on April 27, 2007 upon HTCC Delaware s acquisition of Invitel. Mr. Bowker served as Invitel s Chief Financial Officer since 2004. Prior to Invitel, he served as the Chief Financial Officer of Eurotel Praha from 2000 to 2004. Eurotel Praha provides wireless voice and data services in the Czech Republic. Prior to Eurotel Praha, he was the Deputy Chief Financial Officer of Eurotel Slovakia. Prior to becoming a chief financial officer, he started his career in public accounting. Mr. Bowker is a South African Chartered Accountant and a Chartered Financial Analyst.

The CFO Service Agreement was entered into in connection with the Invitel Acquisition. It currently provides for an annual management service fee of 287,375 ($364,841 at current exchange rates) paid monthly, which will be reviewed annually. HTCC Delaware is contractually obligated to pay an annual performance bonus up to a maximum of 50% of the annual management service fee. In February 2008 the Board approved a 2007 performance bonus in the amount of 137,500 ($175,503 at current exchange rates). We provide Mr. Bowker with the use of a company car and pay for his housing costs in Budapest. The CFO Service Agreement also provided for a special one-time lump sum bonus in 2007 in the amount of 250,000 ($319,159 at current exchange rates), conditional upon, and paid following the successful completion of HTCC Delaware s 200 million Floating Rate Note offering in connection with the Invitel Acquisition.

In addition, the CFO Service Agreement, similar to the CEO Service Agreement, provides for a special one-time lump sum bonus payment in the event of a Trigger Event. The Trigger Event Bonus with respect to the services of Mr. Bowker shall be calculated as follows: (a) 24.27% of $4 million (that is $970,800), plus (b) 24.27% of 10% of the increase in the equity value of HTCC Delaware implied by the increase in the Per Share Consideration over $14.69, but not less than zero plus (c) 24.27% of $3,200,000 if the Per Share Consideration equals or exceeds $17, plus (d) 24.27% of $2,200,000 if the Per Share Consideration equals or exceeds $18. For this purpose, the implied increase in equity value shall be determined in the same manner as under the CEO Service Agreement. If HTCC Delaware achieves at the least the minimum target equity value for HTCC Delaware s common stockholders upon the occurrence of a Trigger Event, HTCC Delaware will be obligated to pay a minimum bonus of $970,800.

The amendment to the CFO Service Agreement further states that, in the event of a transaction or series of transactions resulting in the sale by the company and/or its subsidiaries of a material portion of their collective assets or business that does not constitute a Trigger Event, the company shall be required to pay a bonus in an amount equal to the Trigger Event Bonus that would be payable if the Per Share Consideration was $17 if (i) the company terminates the CFO Service Agreement because it considers it no longer necessary or desirable or (ii) the service company terminates the CFO Service Agreement because the company has not offered it an equivalent position. The company does not expect that such termination will occur because the services of the CFO are expected to continue to be necessary and desirable following a sale of a material portion of the collective assets or business of the company and its subsidiaries.

The CFO Service Agreement has also been amended to provide for a special one-time lump sum bonus in the amount of 250,000, conditional upon, and payable following successful completion of a refinancing of the Company s obligations under our bridge loan agreement with Merrill Lynch and BNP Paribas, dated March 3, 2008.

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**Peter T. Noone:**

Mr. Noone, age 46, has been HTCC Delaware s General Counsel and Secretary since 1996. Prior to joining HTCC Delaware, Mr. Noone practiced law with a law firm in New York and with a law firm in Washington, D.C. Mr. Noone is licensed to practice law in the states of New York, New Jersey and Washington, as well as Washington D.C. In addition to a law degree, Mr. Noone has a B.S. in accounting and an MBA with a concentration in finance and international business from New York University s Stern School of Business.

Mr. Noone s employment agreement provides for an indefinite term with a 2008 annual base compensation of $257,070. The agreement also provides for an annual award of immediately-vested ten-year options to purchase at least 20,000 shares of Common Stock at an exercise price equal to the market price of the Common Stock on the date of grant, with a ten-year exercise period. Mr. Noone is eligible to receive an annual performance bonus at HTCC Delaware s discretion consisting of either cash, stock, additional stock options or a combination thereof. In February 2008, the Board awarded Mr. Noone a discretionary performance bonus for 2007 in the amount of $61,500. In connection with the Reorganization, the company has agreed to award Mr. Noone a discretionary cash bonus in the amount of $100,000, which bonus is contingent upon, and payable following, the completion of the Reorganization. The company has also agreed to provide Mr. Noone with a loyalty/retention bonus in the amount of $100,000. In addition, the company has amended Mr. Noone s employment agreement to increase the severance benefits by 25%.

**Director Compensation**

The following table provides compensation information for the one-year period ended December 31, 2008 for each current member of the Board that received any form of compensation in 2008.

| Name | Fees Earned or Paid in Cash ($) | Stock Awards ($) (1) | Option Awards ($) | Non-Equity Incentive Plan Compensation ($) | Change in Pension Value and Nonqualified Deferred Compensation Earnings | All Other Compensation | Total ($) |
|---|---|---|---|---|---|---|---|
| Ole Steen Andersen | 32,500 | 36,700 (1) | | | | | 69,200 |
| Peter Feiner | 20,500 | 36,700 (2) | | | | | 57,200 |
| Jens Due Olsen | 21,500 | 36,700 (3) | | | | | 58,200 |

(1) At year-end 2008, Mr. Andersen held 2,000 shares of common stock that were awarded to him for his service as a director of HTCC Delaware.

(2) At year end 2008, Mr. Feiner held 2,000 shares of common stock that were awarded to him for his service as a director of HTCC Delaware.

(3) At year-end 2008, Mr. Olsen held 2,000 shares of common stock that were awarded to him for his service as a director of HTCC Delaware.

The directors who are employees of TDC, our majority stockholder, are prohibited by TDC policy from accepting compensation for serving on our Board. We compensate directors who are not TDC employees with a fixed quarterly fee of $2,500, a per meeting fee of $1,000 for meetings held in-person and a per meeting fee of $500 for meetings held via telephonic conference call. The eligible directors also receive an annual grant of 2,000 shares of common stock for their Board service. Such shares vested upon the completion of the one-year Board term. For Audit Committee meetings, the directors are paid a per meeting fee of $1,000 for meetings held in-person and a per meeting fee of $500 for meetings held via telephonic conference call. The Chairman of the Audit Committee also receives a $2,500 fixed quarterly fee. The company also reimburses the directors for their out-of-pocket expenses.

**Henrik Scheinemann.** (Age: 43; director since December 2006; Chairman) Mr. Scheinemann has been with TDC since 2004. He is currently a Vice-President in TDC s Mergers & Acquisition department. Prior to that, he was a Vice-President of TDC Mobile International from 2005 to 2007. From 2004 to 2005, he was a director in TDC s Corporate Business Development department. From 2002 to 2004, he was an independent

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business consultant. From 2000 to 2002, Mr. Scheinemann worked with some emerging technology start-up companies. From 1994 to 2000, Mr. Scheinemann was with the Industrial Fund for Developing Countries. Mr. Scheinemann is one of four representatives of TDC currently on the Board of Directors. Pursuant to an agreement with TDC, we are required, under certain conditions, to nominate for election to the Board one person designated by TDC. See Directors and Executive Officers of HTCC Delaware Security Ownership of Executive Officers and Directors and Business of HTCC Delaware Related Party Transactions.

**Carsten Dyrup Revsbech.** (Age: 39; director since December 2006; Vice-Chairman) Mr. Revsbech has been with TDC since 2000. He is currently a Senior Vice-President and the Chief Financial Officer of TDC s Mobile Nordic Group. From 2000 to 2006, he was a director in TDC s Corporate Business Development department. From 2004 to 2005, he served as the head of Mergers & Acquisitions for QTel, the incumbent telecom operator in Qatar. Mr. Revsbech is one of four representatives of TDC currently on the Board of Directors. Pursuant to an agreement with TDC, we are required, under certain conditions, to nominate for election to the Board one person designated by TDC. See Directors and Executive Officers of HTCC Delaware Security Ownership of Executive Officers and Directors and Business of HTCC Delaware Related Party Transactions.

**Ole Steen Andersen.** (Age: 62; director since September 2006) Mr. Andersen, a Danish citizen was, until his retirement on June 30, 2007, the Chief Financial Officer and a member of the Executive Committee of Danfoss A/S. Danfoss, based in Denmark, is a privately held global company with approximately 21,000 employees. Danfoss is a leader in the development and production of mechanical and electronic products and controls used to heat and cool homes and offices, refrigerate food and control production lines. Mr. Andersen was hired by Danfoss in 1994 and served as its Chief Financial Officer from 2000 until his 2007 retirement. Mr. Andersen currently serves on several boards of directors. He is the Chairman of the Board of Directors of BB Electronics A/S, a Denmark-based private equity-held company which provides electronic subassemblies. Mr. Andersen is the Chairman of the Board of Directors of Auriga Industries A/S, a global chemicals company. Mr. Andersen is the Chairman of the Board of Directors of Pharmexa A/S, a global biotechnology company. Mr. Andersen is the Chairman of the Board of Directors of Hedge Corp. A/S, an IT financial resources company. Mr. Andersen is also the Chairman of the Danish Association for Private Equity and Venture Capital. Mr. Andersen is also a director of SPEAS A/S, a funds-of-funds company; Sanistaal A/S, a wholesale company; and AVK Holdings A/S, a company which manufactures water valves. Auriga, Pharmexa, SPEAS and Sanistaal are all based in Denmark and are traded on the Nasdaq OMX Copenhagen stock exchange. In addition, Mr. Andersen is the Nordic advisor for CVC Capital, a Luxembourg-based private equity company and a member of the Advisory Board of Danish Merchant Capital, a financial service company.

**Robert Dogonowski.** (Age: 37; director since January 2007) Mr. Dogonowski has been with TDC since 2004. He is currently a director in TDC s Group Strategy department. Prior to joining TDC, Mr. Dogonowski was a principal at Cap Gemini (2000 to 2004) and a consultant with Accenture (1998 to 2000). Mr. Dogonowski is one of four representatives of TDC currently on the Board of Directors. Pursuant to an agreement with TDC, we are required, under certain conditions, to nominate for election to the Board one person designated by TDC. See Directors and Executive Officers of HTCC Delaware Security Ownership of Executive Officers and Directors and Business of HTCC Delaware Related Party Transactions.

**Peter Feiner.** (Age 41; director since May 2007) Mr. Feiner is with SPAR Magyarország Kereskedelmi Kft. ( SPAR Hungary ). Spar Hungary is owned by Spar Austria. Spar Hungary operates supermarkets and hypermarkets throughout Hungary and is part of the world s largest retail food store chain operating under the brand name Spar . He has been the managing director of Spar Hungary since joining SPAR Hungary in 1998 and has been the head of Spar Hungary s Board of Directors since 2004. Mr. Feiner has been the President of the Hungarian Trade Association since 2005.

**Morten Bull Nielsen.** (Age 34; director since October 2008) Mr. Nielsen, an attorney, has been with TDC since 2000. He is currently a Director in Legal and regulatory of TDC and secretary to the board of TDC. Prior to rejoining TDC. Mr. Nielsen was an assistant attorney at Lind Cadovius law firm in Copenhagen (2003 to 2004).

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**Jens Due Olsen.** (Age: 45; director since March 2007) Mr. Olsen is currently a financial consultant. He was an Executive Vice-President and Chief Financial Officer of GN Store Nord A/S ( G/N ) until the end of 2007. Mr. Olsen was with GN since 2001. GN, a manufacturer of headsets and related products, is a Danish-based public company listed on the Nasdaq OMX Copenhagen stock exchange. Mr. Olsen currently serves on several boards of directors. Mr. Olsen is on the Board of Directors of NKT Holdings A/S, Danish-based public company listed on the Nasdaq OMX Copenhagen stock exchange, which is a manufacturer of cleaning devices, power cables and flex-pipers for the offshore industry. He is also on the Board of Directors of Industries Pension A/S, a Danish pension fund, and Cryptomathic, a privately held Danish company which provides e-security software and services. Mr. Olsen is also on the Board of Directors of Co+Høgh, a Danish based advertising company. He is also on the Board of Directors of Johnsen Oil A/S, which is an international provider of oil cleaning solutions to the equipment industry.

**Security Ownership of Executive Officers and Directors**

The following table sets forth the beneficial ownership of HTCC Delaware s common stock as of January 30, 2009, for each current director and each Named Executive Officer.

| Title of Class | Name of Beneficial Owner | Amount and Nature of Beneficial Ownership (1) | Percent of Class |
|---|---|---|---|
| | *Named Executive Officers* | | |
| Common Stock | Robert Bowker, Chief Financial Officer | 246,769 (2) | 1.5% |
| Common Stock | Martin Lea, President and Chief Executive Officer | 401,377 (3) | 2.4% |
| Common Stock | Peter T. Noone, General Counsel and Secretary | 169,610 (4) | 1% |
| | *Directors* | | |
| Common Stock | Ole Steen Andersen | 5,500 (5) | * |
| Common Stock | Robert R. Dogonowski | 0(6) | 0 |
| Common Stock | Peter Feiner | 4,000 (7) | * |
| Common Stock | Morten Bull Nielsen | 0(6) | 0 |
| Common Stock | Jens Due Olsen | 4,500 (8) | * |
| Common Stock | Carsten Dyrup Revsbech | 0(6) | 0 |
| Common Stock | Henrik Scheinemann | 0(6) | 0 |

* Less than one percent

(1) Shares Beneficially Owned includes shares held directly, as well as shares which such persons have the right to acquire within 60 days of January 30, 2009 and shares held by certain members of such persons families, over which such persons may be deemed to have sole or shared voting power or investment power. Percent of Class is calculated by dividing the Shares Beneficially Owned by the individual (or group) by the shares of Common Stock outstanding as of January 30, 2009 plus only those shares which the individual (or group) has the right to acquire within 60 days of January 30, 2009.

(2) Consists of shares of common stock held by Rob Investments Limited, over which Mr. Bowker has voting and investment power.

(3) Consists of shares of common stock held by Vision 10 Limited, over which Mr. Lea has voting and investment power.

(4) Includes 160,000 shares subject to currently exercisable stock options.

(5) Consists of 5,500 shares granted from our 2004 Long-Term Incentive Plan.

(6) Does not include shares reported to be beneficially owned by TDC A/S. Henrik Scheinemann, Robert R. Dogonowski, Carsten Dyrup Revsbech and Morten Bull Nielsen, directors of the company, serve as officers of TDC A/S.

(7) Consists of 4,000 shares granted from our 2004 Long-Term Incentive Plan.

(8) Consists of 4,500 shares granted from our 2004 Long-Term Incentive Plan.

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## PRINCIPAL STOCKHOLDERS OF HTCC DELAWARE

On February 2, 2009 our officers and directors owned approximately 6% of HTCC Delaware common stock.

Approximately 30% of outstanding HTCC Delaware common stock is traded in the public markets. Our common stock is listed on the NYSE Alternext under the symbol HTC.

On February 2, 2009 TDC owned 10,499,782 shares or approximately 63.9% of our outstanding common stock.

TDC, based in Copenhagen, Denmark, is the leading provider of communications solutions in Denmark and a strong player in the Nordic business market. TDC has developed from a traditional provider of landline and mobile services into a provider of modern telecommunications solutions. TDC s largest shareholder is Nordic Telephone Company ApS ( NTC ), which owns approximately 88% of the outstanding equity in TDC. NTC is a Danish entity owned by five private equity firms.

At December 31, 2007, TDC had total assets of Danish kroner 79.5 billion (approximately $15.7 billion) and shareholders equity of Danish kroner 10.4 billion (approximately $2.1 billion). For 2007, TDC had net income of Danish kroner 8.17 billion (approximately $1.6 billion) on net revenues of Danish kroner 39.3 billion (approximately $7.8 billion).

Certain agreements with TDC provide TDC with certain preemptive rights to purchase, upon the issuance of common stock in certain circumstances to third parties, shares of HTCC Delaware common stock in order to maintain its percentage ownership interest of the outstanding common stock.

TDC has informed HTCC Delaware that it intends to convert its 30,000 Series A Preferred Shares into 300,000 shares of HTCC common stock immediately prior to the merger.

As of July 16, 2008, according to its statement of beneficial ownership on Schedule 13D filed with the SEC, Straumur-Burdaras Investment Bank hf., an Icelandic investor, owned 1,651,911 shares of common stock of HTCC Delaware, representing approximately 10.1% of our outstanding common stock.

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## HTCC DELAWARE MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

*In this section, the words we, us and our generally refer to HTCC Delaware and its operating subsidiaries.*

### Overview

We were incorporated in Delaware in 1992 as a holding company to acquire concessions from the government of the Republic of Hungary to own and operate local fixed line telecommunications networks in Hungary as Hungary privatized its telecommunications industry. We are the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services to residential and business customers in our 14 historical concession areas, where we have a dominant market share. We are the number one alternative fixed line operator outside our historical concession areas. We also use our network capacity to transport voice, data and Internet traffic for other telecommunications service providers and Internet Service Providers ( ISPs ) on a wholesale basis. Our network extends into 14 countries in the Central and South Eastern European region where we have owned points of presence ( POPs ). We are a leading provider of wholesale data and capacity services in the Central and South Eastern European Region.

We provide telecommunications services in Hungary and in the region through our Hungarian and other operating subsidiaries under our common brand: Invitel. We also provide Internet and data services to business customers in Romania through our Romanian subsidiary, Euroweb Romania.

Our historical concession areas are geographically clustered and cover an estimated 2.1 million people, representing approximately 21% of Hungary s population. Outside our historical concession areas, we believe that we are well positioned to continue to grow our revenue and market share using our owned state-of-the-art backbone network, our experienced sales force and our comprehensive portfolio of services. Our extensive backbone network (comprising approximately 8,500 route kilometers in Hungary and 19,000 route kilometers outside Hungary) provides us with nationwide and international reach. It allows business customers to be connected directly to our network to access voice, data and Internet services. Our regional network allows us to offer telecommunications network capacity on a wholesale basis to large international carriers.

We have a diversified revenue and cash flow base, making us less susceptible to market pressures in any particular market segment. For the nine months ended September 30, 2008, we derived approximately 30% of our revenue from Mass Market Voice, 10% from Mass Market Internet, 27% from Business and 33% from Wholesale.

As of January 1, 2008, we completed the legal consolidation of some of our Hungarian operating subsidiaries. Hungarotel, PanTel and Euroweb Hungary have merged into Invitel. With the legal merger complete, we are benefiting from improved efficiencies and reduced administrative costs.

As of September 30, 2008, we had approximately 389,000 telephone lines connected to our network within our historical concession areas to service Mass Market Voice customers and we had approximately 526,000 active Mass Market Voice customers outside our historical concession areas connected through Carrier Pre-Selection ( CPS ), Carrier Selection ( CS ) or Local Loop Unbundling ( LLU ). This is compared to December 31, 2007 when we had approximately 405,000 telephone lines in service within our historical concession areas to service Mass Market Voice customers and approximately 662,000 active Mass Market Voice customers connected through indirect access outside our historical concession areas. The decrease in the number of active Mass Market Voice customers outside our historical concession areas is due to churn of low value CS customers.

The number of our Mass Market broadband DSL customers has increased from approximately 122,000 as of December 31, 2007 to approximately 135,000 as of September 30, 2008. The number of our IPTV customers increased to 1,380 as of September 30, 2008 since the beginning of May, the introduction of this service.

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In the Business segment, as of September 30, 2008, we had approximately 47,000 voice telephone lines within our historical concession areas, which is the same as the 2007 year-end level. Outside our historical concession areas, we had approximately 59,000 direct access voice telephone lines and approximately 12,000 indirect access voice telephone lines as of September 30, 2008, compared to approximately 58,000 direct access voice telephone lines and approximately 13,000 indirect access voice telephone lines as of December 31, 2007. As of September 30, 2008, we had approximately 18,000 DSL lines and approximately 15,000 leased lines compared to approximately 16,000 DSL lines and approximately 12,000 leased lines at 2007 year-end.

In the Wholesale market, we had over 570 customers as of September 30, 2008 compared to over 300 as of December 31, 2007. Wholesale customers include telecommunication services providers from Western Europe and the United States, incumbent telecommunications services providers, alternative fixed line telecommunications services providers, mobile operators, cable television operators and Internet Service Providers. The increase in the number of Wholesale customers is primarily due to the acquisition of Memorex.

We generated net income for the years 2005 and 2006. For the year ended December 31, 2007 we generated net losses in the amount of $96.5 million. Net losses generated for the year ended December 31, 2007 were mainly due to: (i) losses arising from fair value changes of our derivative financial instruments in the amount of $54.0 million; (ii) losses from the fair value change of warrants issued to TDC in the amount of $15.1 million; (iii) foreign exchange losses relating to our euro denominated debt and other liabilities in the amount of $6.5 million; and (iv) the loss on extinguishment of debt relating to the Invitel Acquisition in the amount of $5.1 million and an increase in our interest expense. For the nine months ended September 30, 2008 we generated net losses in the amount of $43.9 million, mainly due to losses arising from fair value changes of our derivative financial instruments in the amount of $31.1 million and our interest expense of $87.7 million. We expect that our net loss will decrease (or become positive net income) in the future mainly due to a decrease in our losses relating to derivative financial instruments, although no assurance can be given in this regard.

Our goal is to provide customers with good value telecommunications services coupled with exceptional service and to be a cost efficient telecommunications service provider. Our primary risk is our ability to retain existing customers and attract new customers in a competitive market. Our success depends upon our operating and marketing strategies, as well as market acceptance of our telecommunications services within Hungary and the region.

We will continue to explore other strategic merger, acquisition or alliance opportunities. In addition, we will also continuously review our service portfolio to identify service opportunities that can enhance our competitive position.

**Critical Accounting Policies**

***General***

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. This requires management to make estimates and assumptions that affect our reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. U.S. GAAP provides the framework from which to make these estimates, assumptions and disclosures. We choose accounting policies within U.S. GAAP that we believe are appropriate to accurately and fairly report our operating results and financial position in a consistent manner. We regularly assess these policies in light of current and forecasted economic and regulatory conditions. We believe the following accounting policies are critical to understanding our results of operations and the effect of the more significant judgments and estimates used in the preparation of our consolidated financial statements:

*Revenue Recognition* Revenues are primarily earned from providing access to and usage of our networks and facilities. Access revenue is billed one month in advance and recognized the following month when earned. Revenues based on measured traffic are recognized when the service is rendered.

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Wholesale data revenue from leased lines is based on the bandwidth of the service and the particular route involved and is recognized in the period of usage or when the service is available to the customer.

From time to time, we sell fiber optical assets to other telecommunications companies. Revenue is recognized as and when the transfer of ownership is complete.

*Goodwill* We assess the fair value of goodwill at each reporting unit at least once a year. To the extent that information indicates that the carrying amount of our net assets exceed the estimated fair value, we will recognize an impairment charge. The estimated fair value of the company is determined using two methods. The first method places a per access line fair value on each of our historical concession areas access lines and compares this to the book value of our net assets in our historical concession areas. The second method compares our market capitalization to the book value of our net assets. During 2007, we performed our annual impairment testing with respect to goodwill, and based upon the results, we concluded that there is no impairment to the carrying value of goodwill reported in our financial statements. Our estimate of fair value will be subject to revision as market conditions change.

*Long-lived Assets* Long-lived assets, consisting primarily of property, plant and equipment and intangible assets, including concession rights, property rights and software comprise a significant portion of our total assets. Changes in technology, changes in our intended use of these assets and/or changes in the regulatory environment may cause the estimated period of use or the value of these assets to change. These assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Estimates and assumptions used in both setting depreciable lives and reviewing recoverability require both judgment and estimation by management. Impairment is deemed to have occurred if projected undiscounted cash flows related to the asset are less than its carrying value. If impairment is deemed to have occurred, the carrying values of the assets are written down, through a charge against earnings, to their fair value.

*Contingent Liabilities* We establish accruals for estimated loss contingencies when we determine that a loss is probable and the amount of the loss can be reasonably estimated. Revisions to contingent liabilities are reflected in income in the period in which different facts or information become known or circumstances change that affect our previous assessments as to the likelihood of and estimated amount of loss. Accruals for contingent liabilities are based upon our assumptions and estimates, after giving consideration to the advice of legal counsel and other information relevant to the assessment of the probable outcome of the matter. Should the outcome differ from the assumptions and estimates, revisions to the estimated accruals for contingent liabilities would be required.

*Income Taxes* In assessing the reliability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider projected future taxable income and tax planning in making these assessments. Actual income taxes could vary from these estimates due to future changes in the income tax laws or the results from reviews of our tax returns by taxing authorities.

***Restatements***

We refer to Note 1(c) in Notes to the Consolidated Financial Statements for the year ended December 31, 2007, on page F-11.

**Comparison of Three-months Ended September 30, 2008 to Three-months Ended September 30, 2007**

The functional currency of our Hungarian subsidiaries is the Hungarian forint, the functional currency of Memorex and Memorex s subsidiaries is the euro and the functional currency of our other subsidiaries outside Hungary is the applicable local currency. The average Hungarian forint/U.S. dollar exchange rate for the three

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months ended September 30, 2008 was 157.15, compared to an average Hungarian forint/U.S. dollar exchange rate for the three months ended September 30, 2007 of 183.27. The average U.S. dollar/euro exchange rate for the three months ended September 30, 2008 was 1.50, compared to an average U.S. dollar/euro exchange rate for the three months ended September 30, 2007 of 1.37. When comparing the three months ended September 30, 2008 to the three months ended September 30, 2007, you should note that U.S. dollar reported amounts have been affected by the 17% appreciation of the Hungarian forint against the U.S. dollar and the 9% appreciation of the euro against the U.S. dollar. Certain amounts in functional currency terms have been reported in U.S. dollars using a fixed exchange rate for comparative purposes.

Our results have also been affected by the inclusion of Invitel s results since April 27, 2007, the date of the Invitel Acquisition; the results of Tele2 Hungary since October 18, 2007, the date of the Tele2 Hungary Acquisition; and the results of Memorex since March 5, 2008, the date of the Memorex Acquisition. Our results for the three months ended September 30, 2007 include the results of Invitel and do not include the results of Tele2 Hungary and Memorex.

***Revenue***

| *(dollars in millions)* | **Three Months Ended September 30, 2008** | **2007** | **% change** |
|---|---|---|---|
| Mass Market Voice | $ 41.8 | $ 33.3 | 26% |
| Business | 40.4 | 34.6 | 17% |
| Mass Market Internet | 14.9 | 11.6 | 28% |
| Wholesale | 56.0 | 36.6 | 53% |
| **Total Revenue** | **153.1** | **116.1** | **32%** |

Our revenue in U.S. dollar terms increased by $37.0 million, or 32% for the three months ended September 30, 2008 compared to the three months ended September 30, 2007. In functional currency terms, revenue increased by 14%. This increase is attributable to the factors described below.

*Mass Market Voice*

Our Mass Market Voice revenue for the three months ended September 30, 2008 was $41.8 million compared to $33.3 million for the three months ended September 30, 2007, representing an increase of $8.5 million or 26%. This increase is mainly due to: (i) the addition of Tele2 Hungary, which resulted in additional revenue of $6.1 million; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar during the three months ended September 30, 2008 compared to the prior year.

The number of Mass Market Voice telephone lines within our historical concession areas was approximately 389,000 as of September 30, 2008 compared to 412,000 as of September 30, 2007 and the number of Carrier Selection ( CS ) and Carrier Pre-Selection ( CPS ) customers that represents our customer base outside our historical concession areas was approximately 526,000 as of September 30, 2008 compared to 220,000 as of September 30, 2007. The significant increase in the number of Mass Market Voice CPS customers between September 30, 2008 and 2007 is due to the acquisition of Tele2 Hungary on October 18, 2007. Tele2 Hungary had approximately 459,000 CPS customers as of September 30, 2007.

*Business*

Our Business revenue for the three months ended September 30, 2008 was $40.4 million compared to $34.6 million for the three months ended September 30, 2007, representing a $5.8 million or 17% increase. This increase was primarily due to: the 17% appreciation of the Hungarian forint against the U.S. dollar as Business revenue in functional currency terms was flat for the three months ended September 30, 2008 compared to the same period in 2007.

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The number of Business voice telephone lines inside our historical concession areas was approximately 47,000 both as of September 30, 2008 and 2007. The number of direct access Business voice telephone lines outside our historical concession areas was approximately 59,000 as of September 30, 2008 compared to 55,000 as of September 30, 2007 and the number of indirect access Business voice telephone lines outside our historical concession areas was approximately 12,000 as of September 30, 2008 compared to approximately 13,000 as of September 30, 2007. In addition, we had approximately 18,000 DSL lines and approximately 15,000 leased lines as of September 30, 2008 compared to approximately 15,000 DSL lines and approximately 13,000 leased lines as of September 30, 2007.

*Mass Market Internet*

Our Mass Market Internet revenue increased by $3.3 million, or 28% from $11.6 million for the three months ended September 30, 2007 to $14.9 million for the three months ended September 30, 2008. This increase is primarily due to: (i) the increase in our broadband DSL customer base; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

As of September 30, 2008 we had approximately 135,000 broadband DSL customers compared to approximately 115,000 broadband DSL customers as of September 30, 2007, which represents a 17% increase.

*Wholesale*

Our Wholesale revenue increased by $19.4 million, or 53% from $36.6 million for the three months ended September 30, 2007 to $56.0 million for the three months ended September 30, 2008. This increase is primarily attributable to: (i) the inclusion of Memorex s Wholesale revenue, which resulted in an additional $16.6 million in Wholesale revenue and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

***Cost of Sales***

| | **Three Months Ended September 30,** | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Segment cost of sales | $ 43.6 | $ 38.7 |

Cost of sales, at the segment level, was $43.6 million for the three months ended September 30, 2008 and $38.7 million for the three months ended September 30, 2007, which represents an increase of $4.9 million or 13%. This increase is mainly attributable to: (i) the inclusion of Memorex s cost of sales, which resulted in additional cost of sales of $1.8 million and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment cost of sales to cost of sales as per our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for the three months ended September 30, 2008 and 2007:

| | **Three Months Ended September 30,** | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Segment cost of sales | $ 43.6 | $ 38.7 |
| Backbone rental expenses | 6.3 | 4.6 |
| Network operating expenses | 6.4 | 5.3 |
| Direct personnel expenses | 5.5 | 8.8 |
| **Total cost of sales** | **$ 61.8** | **$ 57.4** |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Memorex Acquisition.

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***Segment Gross Margin***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 | % change |
|---|---|---|---|
| Mass Market Voice | $ 33.5 | $ 27.1 | 24% |
| Business | 31.0 | 26.5 | 17% |
| Mass Market Internet | 12.4 | 9.5 | 31% |
| Wholesale | 32.6 | 14.3 | 128% |
| **Segment Gross Margin** | **109.5** | **77.4** | **41%** |
| Segment Gross Margin % | 71.6% | 66.7% | |
| Backbone rental expenses | (6.3) | (4.6) | |
| Network operating expenses | (6.4) | (5.3) | |
| Direct personnel expenses | (5.5) | (8.8) | |
| Selling, general and administrative | (28.7) | (19.1) | |
| Depreciation and amortization | (34.1) | (26.3) | |
| **Income from operations** | **$ 28.5** | **$ 13.3** | |

Segment gross margin is the measure used by our management in assessing our segment performance and how to allocate resources.

Our segment gross margin increased from $77.4 million for the three months ended September 30, 2007 to $109.5 million for the three months ended September 30, 2008, an increase of $32.1 million or 41%. This increase is attributable to the factors described below.

Our segment gross margin percentage increased from 66.7% in the three months ended September 30, 2007 to 71.6% in the three months ended September 30, 2008. This improvement in segment gross margin percentage is due to the Memorex Acquisition.

*Mass Market Voice*

Our Mass Market Voice segment gross margin for the three months ended September 30, 2008 was $33.5 million compared to $27.1 million for the three months ended September 30, 2007, representing an increase of $6.4 million or 24%. This increase is mainly due to: (i) the addition of Tele2 Hungary, which resulted in additional segment gross margin of $3.8 million; (ii) the change in our segment gross margin mix due to changes in our customer base as described below; and (iii) the 17% appreciation of the Hungarian forint against of the U.S. dollar.

Our segment gross margin for the three months ended September 30, 2008 compared to the three months ended September 30, 2007 was also affected by: (i) the decrease in Mass Market Voice revenue inside our historical concession areas; offset by (ii) the increase in Mass Market voice revenue outside our historical concession areas and (iii) the reduction in interconnect charges.

*Business*

Our Business segment gross margin for the three months ended September 30, 2008 was $31.0 million compared to $26.5 million for the three months ended September 30, 2007, representing a $4.5 million or 17% increase. The increase was primarily due to the 17% appreciation of the Hungarian forint against the U.S. dollar as in functional currency terms Business segment gross margin for the three months ended September 30, 2008 was flat compared to the same period in 2007.

*Mass Market Internet*

Our Mass Market Internet segment gross margin increased by $2.9 million, or 31% from $9.5 million for the three months ended September 30, 2007 to $12.4 million for the three months ended September 30, 2008.

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This increase is primarily due to: (i) the increase in our broadband DSL customer base; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

*Wholesale*

Our Wholesale segment gross margin increased by $18.3 million, or 128% from $14.3 million for the three months ended September 30, 2007 to $32.6 million for the three months ended September 30, 2008. This increase is primarily attributable to (i) the inclusion of Memorex s Wholesale segment gross margin, which resulted in an additional segment gross margin of $14.8 million; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

***Selling, General and Administrative***

| *(dollars in millions)* | **Three Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Segment selling, general and administrative | $ 46.9 | $ 37.8 |

Our selling, general and administrative expenses at the segment level, increased by $9.1 million from $37.8 million for the three months ended September 30, 2007 to $46.9 million for the three months ended September 30, 2008. This increase is mainly attributable to: (i) the inclusion of Memorex s selling, general and administrative expenses, which resulted in an increase of $8.5 million; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment selling, general and administrative expenses to selling, general and administrative expenses as per our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for the three months ended September 30, 2008 and 2007:

| *(dollars in millions)* | **Three Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Segment selling, general and administrative | $ 46.9 | $ 37.8 |
| Backbone rental expenses | (6.3) | (4.6) |
| Network operating expenses | (6.4) | (5.3) |
| Direct personnel expenses | (5.5) | (8.8) |
| **Total selling, general and administrative** | **$ 28.7** | **$ 19.1** |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Memorex Acquisition.

***Depreciation and Amortization***

| *(dollars in millions)* | **Three Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Depreciation and amortization | $ 34.1 | $ 26.3 |

Depreciation and amortization increased by $7.8 million from $26.3 million for the three months ended September 30, 2007 to $34.1 million for the three months ended September 30, 2008. This increase is mainly due to: (i) the inclusion of Memorex s depreciation and amortization charges, which resulted in additional depreciation and amortization expense of $3.6 million; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

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***Income from Operations***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 |
|---|---|---|
| Income from operations | $ 28.5 | $ 13.3 |

As a result of the factors described above our income from operations increased by $15.2 million from $13.3 million for the three months ended September 30, 2007 to $28.5 million for the three months ended September 30, 2008.

***Foreign Exchange Gains / (Losses), Net***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 |
|---|---|---|
| Foreign exchange gains (losses), net | $ (11.4) | $ (8.2) |

Our foreign exchange losses of $11.4 million for the three months ended September 30, 2008 resulted primarily from: (i) unrealized losses relating to the revaluation of our euro denominated debt at period end amounting to $13.4 million; offset by (ii) foreign exchange gains on our receivables in the amount of $2.0 million. The increase in our foreign exchange losses for the three months ended September 30, 2008 compared to 2007 is due to the increase in our debt and the change in the HUF/EUR exchange rate.

***Interest Expense***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 |
|---|---|---|
| Interest expense | $ 29.8 | $ 19.2 |

Interest expense increased by $10.6 million from $19.2 million for the three months ended September 30, 2007 to $29.8 million for the three months ended September 30, 2008. This increase is mainly due to: (i) the interest expense on the Bridge Loans of $4.2 million relating to the Memorex Acquisition; and (ii) the 17% appreciation of the Hungarian forint against the U.S. dollar.

***Interest Income***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 |
|---|---|---|
| Interest income | $ 1.0 | $ 0.5 |

Our interest income was $1.0 million for the three months ended September 30, 2008 and $0.5 million for the three months ended September 30, 2007. Interest income was realized on our cash and cash equivalents balance during these periods.

***Gains / (Losses) from Fair Value Changes of Derivative Financial Instruments***

| (dollars in millions) | Three Months Ended September 30, 2008 | 2007 |
|---|---|---|
| Gains / (losses) from fair value changes of derivative financial instruments | $ 6.4 | $ 6.6 |

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The $6.4 million gain on the fair value changes of derivative financial instruments for the three months ended September 30, 2008 and the $6.6 million gain on the fair value changes of derivative financial instruments for the three months ended September 30, 2007 is primarily due to the changes in the unrealized fair value of the hedges entered into in connection with the debt assumed as part of the Invitel Acquisition. See Quantitative and Qualitative Disclosures about Market Risks on page 128.

***Income Tax Benefit / (Expense)***

| | Three Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Corporate tax | (0.1) | |
| Local business tax | (15.5) | (2.4) |
| Current tax benefit / (expense) | (15.6) | (2.4) |
| Deferred tax benefit / (expense) | (1.1) | (1.8) |
| **Total income tax benefit / (expense)** | **$ (14.5)** | **$ (4.1)** |

Our income tax expense changed from $4.1 million for the three months ended September 30, 2007 to $14.5 million for the three months ended September 30, 2008, primarily due to: (i) an increase in local tax expense due to a $13.0 million payable in relation to a municipality tax court case decision (see Note 11 Subsequent Events); offset by (ii) the change in our deferred tax from an expense of $1.8 million for the three months ended September 30, 2007 to a benefit of $1.1 million for the three months ended September 30, 2008 due to an increase in our deferred tax asset realized resulting from generation of net operating losses.

***Net Income / (Loss) Attributable to Common Stockholders***

| | Three Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Net income / (loss) attributable to common stockholders | $ (20.1) | $ (11.2) |

As a result of the factors discussed above, we recorded a net loss attributable to common stockholders of $20.1 million, or $1.23 per basic share and $1.23 per share on a diluted basis, for the three months ended September 30, 2008 compared to a net loss attributable to common stockholders of $11.2 million, or $0.68 per basic share and $0.68 per share on a diluted basis, for the three months ended September 30, 2007.

**Comparison of Nine-months Ended September 30, 2008 to Nine-months Ended September 30, 2007**

The functional currency of our Hungarian subsidiaries is the Hungarian forint, the functional currency of Memorex and Memorex s subsidiaries is the euro and the functional currency of our other subsidiaries outside Hungary is the applicable local currency. The average Hungarian forint/U.S. dollar exchange rate for the nine months ended September 30, 2008 was 162.97, compared to an average Hungarian forint/U.S. dollar exchange rate for the nine months ended September 30, 2007 of 186.73. The average U.S. dollar/euro exchange rate for the nine months ended September 30, 2008 was 1.52, compared to an average U.S. dollar/euro exchange rate for the nine months ended September 30, 2007 of 1.34. When comparing the nine months ended September 30, 2008 to the nine months ended September 30, 2007, you should note that U.S. dollar reported amounts have been affected by the 15% appreciation of the Hungarian forint against the U.S. dollar and the 13% appreciation of the euro against the U.S. dollar. Certain amounts in functional currency terms have been reported in U.S. dollars using a fixed exchange rate for comparative purposes.

Our results have also been affected by the inclusion of Invitel s results since April 27, 2007, the date of the Invitel Acquisition; the results of Tele2 Hungary since October 18, 2007, the date of the Tele2 Hungary

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Acquisition; and the results of Memorex since March 5, 2008, the date of the Memorex Acquisition. Our results for the nine months ended September 30, 2007 include the results of Invitel for five months and do not include the results of Tele2 Hungary and Memorex.

***Revenue***

| *(dollars in millions)* | **Nine Months Ended September 30,** **2008** | **2007** | **% change** |
|---|---|---|---|
| Mass Market Voice | $ 127.4 | $ 67.5 | 89% |
| Business | 116.7 | 79.4 | 47% |
| Mass Market Internet | 43.1 | 21.0 | 105% |
| Wholesale | 145.4 | 90.2 | 61% |
| **Total Revenue** | **432.6** | **258.1** | **68%** |

Our revenue in U.S. dollar terms increased by $174.5 million, or 68% for the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007. In functional currency terms, revenue increased by 46%. This increase is attributable to the factors described below.

*Mass Market Voice*

Our Mass Market Voice revenue for the nine months ended September 30, 2008 was $127.4 million compared to $67.5 million for the nine months ended September 30, 2007, representing an increase of $59.9 million or 89%. This increase is mainly due to: (i) the addition of Tele2 Hungary, which resulted in additional revenue of $21.2 million; (ii) the fact that for the nine months ended September 30, 2008 Invitel s Mass Market Voice revenue was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Mass Market Voice revenue was included for only five months; and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar compared to the prior year.

The number of Mass Market Voice telephone lines within our historical concession areas was approximately 389,000 as of September 30, 2008 compared to 412,000 as of September 30, 2007 and the number of Carrier Selection ( CS ) and Carrier Pre-Selection ( CPS ) customers that represents our customer base outside our historical concession areas was approximately 526,000 as of September 30, 2008 compared to 220,000 as of September 30, 2007. The significant increase in the number of Mass Market Voice CPS customers between September 30, 2008 and 2007 is due to the acquisition of Tele2 Hungary on October 18, 2007. Tele2 Hungary had approximately 459,000 CPS customers as of September 30, 2007.

*Business*

Our Business revenue for the nine months ended September 30, 2008 was $116.7 million compared to $79.4 million for the nine months ended September 30, 2007, representing a $37.3 million or 47% increase. The increase was primarily due to (i) the fact that for the nine months ended September 30, 2008 Invitel s Business revenue was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Business revenue was included for only five months; and (ii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

The number of Business voice telephone lines inside our historical concession areas was approximately 47,000 as of both September 30, 2008 and 2007. The number of direct access Business voice telephone lines outside our historical concession areas was approximately 59,000 as of September 30, 2008 compared to 55,000 as of September 30, 2007 and the number of indirect access Business voice telephone lines outside our historical concession areas was approximately 12,000 as of September 30, 2008 compared to approximately 13,000 as of September 30, 2007. In addition, we had approximately 18,000 DSL lines and approximately 15,000 leased lines as of September 30, 2008 compared to approximately 15,000 DSL lines and approximately 13,000 leased lines as of September 30, 2007.

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*Mass Market Internet*

Our Mass Market Internet revenue increased by $22.1 million from $21.0 million for the nine months ended September 30, 2007 to $43.1 million for the nine months ended September 30, 2008. This increase is primarily due to: (i) the fact that for the nine months ended September 30, 2008 Invitel s Mass Market Internet revenue was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Mass Market Internet revenue was included for only five months; and (ii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

As of September 30, 2008 we had approximately 135,000 broadband DSL customers compared to approximately 115,000 broadband DSL customers as of September 30, 2007, which represents a 17% increase.

*Wholesale*

Our Wholesale revenue increased by $55.26 million, or 61% from $90.2 million for the nine months ended September 30, 2007 to $145.4 million for the nine months ended September 30, 2008. This increase is primarily attributable to: (i) the fact that for the nine months ended September 30, 2008 Invitel s Wholesale revenue was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Wholesale revenue was included for only five months; (ii) the inclusion of Memorex s Wholesale revenue, which resulted in an additional $36.3 million in revenue and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

For the nine months ended September 30, 2008, revenue generated from Vodafone Turkey amounted to EUR 1.3 million (approximately $1.9 million) or approximately 1.3% of total wholesale revenue for the same period ($145.4 million).

***Cost of Sales***

| | **Nine Months Ended September 30,** | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Segment cost of sales | $ 125.3 | $ 87.4 |

Cost of sales, at the segment level, totaled $125.3 million for the nine months ended September 30, 2008 and $87.4 million for the nine months ended September 30, 2007, representing an increase of $37.9 million or 43%. This increase is mainly attributable to: (i) the fact that for the nine months ended September 30, 2008 Invitel s cost of sales was included for the entire period, compared to nine months ended September 30, 2007, when Invitel s cost of sales was included for only five months; (ii) the inclusion of Memorex s cost of sales, which resulted in additional cost of sales of $4.3 million and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment cost of sales to cost of sales as per our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for the nine months ended September 30, 2008 and 2007:

| | **Nine Months Ended September 30,** | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Segment cost of sales | $ 125.3 | $ 87.4 |
| Backbone rental expenses | 17.0 | 11.8 |
| Network operating expenses | 19.0 | 10.9 |
| Direct personnel expenses | 15.7 | 14.2 |
| **Total cost of sales** | **$ 177.0** | **$ 124.3** |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Memorex Acquisition.

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***Segment Gross Margin***

| *(dollars in millions)* | Nine Months Ended September 30, 2008 | 2007 | % change |
|---|---|---|---|
| Mass Market Voice | $ 101.0 | $ 54.7 | 85% |
| Business | 89.1 | 59.8 | 49% |
| Mass Market Internet | 35.7 | 17.5 | 104% |
| Wholesale | 81.5 | 38.7 | 111% |
| **Segment Gross Margin** | **307.3** | **170.7** | **80%** |
| Segment Gross Margin % | 71.0% | 66.2% | |
| Backbone rental expenses | (17.0) | (11.8) | |
| Network operating expenses | (19.0) | (10.9) | |
| Direct personnel expenses | (15.7) | (14.2) | |
| Selling, general and administrative | (90.1) | (52.6) | |
| Depreciation and amortization | (93.0) | (51.8) | |
| **Income from operations** | **$ 72.4** | **$ 29.5** | |

Our segment gross margin changed from $170.7 million for the nine months ended September 30, 2007 to $307.3 million for the nine months ended September 30, 2008, representing an increase of $136.6 million or 80%. This increase is attributable to the factors described below.

Our segment gross margin percentage increased from 66.2% for the nine months ended September 30, 2007 to 71.0% for the nine months ended September 30, 2008. This improvement in segment gross margin percentage is due to the fact that Invitel has a higher segment gross margin percentage than we had prior to the Invitel Acquisition.

*Mass Market Voice*

Our Mass Market Voice segment gross margin for the nine months ended September 30, 2008 was $101.0 million compared to $54.7 million for the nine months ended September 30, 2007, representing an increase of $46.3 million or 85%. This increase is mainly due to: (i) the addition of Tele2 Hungary, which resulted in additional segment gross margin of $12.3 million; (ii) the fact that for the nine months ended September 30, 2008 Invitel s Mass Market Voice segment gross margin was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Mass Market Voice segment gross margin was included for only five months; and (iii) the 15% appreciation of the Hungarian forint against of the U.S. dollar.

Our segment gross margin for the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007 was also impacted by: (i) the decrease in Mass Market Voice revenue inside our historical concession areas; offset by (ii) the increase in Mass Market voice revenue outside our historical concession areas and (iii) the reduction in interconnect charges.

*Business*

Our Business segment gross margin for the nine months ended September 30, 2008 was $89.1 million compared to $59.8 million for the nine months ended September 30, 2007, representing a $29.3 million or 49% increase. The increase was primarily due to: (i) the fact that for the nine months ended September 30, 2008 Invitel s Business segment gross margin was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Business gross margin was included for only five months; and (ii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

*Mass Market Internet*

Our Mass Market Internet segment gross margin increased by $18.2 million from $17.5 million for the nine months ended September 30, 2007 to $35.7 million for the nine months ended September 30, 2008. This

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increase is primarily due to: (i) the fact that for the nine months ended September 30, 2008 Invitel s Mass Market Internet segment gross margin was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Mass Market Internet segment gross margin was included for only five months; and (ii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

*Wholesale*

Our Wholesale segment gross margin increased by $42.8 million or 111% from $38.7 million for the nine months ended September 30, 2007 to $81.5 million for the nine months ended September 30, 2008. This increase is primarily attributable to: (i) the fact that for the nine months ended September 30, 2008 Invitel s Wholesale segment gross margin was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s Wholesale segment gross margin was included for only five months; (ii) the inclusion of Memorex s Wholesale segment gross margin, which resulted in an additional segment gross margin of $32.0 million; and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

***Selling, General and Administrative***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Segment selling, general and administrative | $ 141.8 | $ 89.5 |

Our selling, general and administrative expenses at the segment level, increased by $52.3 million from $89.5 million for the nine months ended September 30, 2007 to $141.8 million for the nine months ended September 30, 2008. This increase is mainly attributable to: (i) the fact that for the nine months ended September 30, 2008 Invitel s selling, general and administrative expenses were included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s selling, general and administrative expenses were included for only five months; (ii) the inclusion of Memorex s selling, general and administrative expenses which resulted in an increase of $22.7 million; and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment selling, general and administrative expenses to selling, general and administrative expenses as per our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for the nine months ended September 30, 2008 and 2007:

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Segment selling, general and administrative | $ 141.8 | $ 89.5 |
| Backbone rental expenses | (17.0) | (11.8) |
| Network operating expenses | (19.0) | (10.9) |
| Direct personnel expenses | (15.7) | (14.2) |
| Total selling, general and administrative | $ 90.1 | $ 52.6 |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Memorex Acquisition.

***Depreciation and Amortization***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Depreciation and amortization | $ 93.0 | $ 51.8 |

Depreciation and amortization increased by $41.2 million from $51.8 million for the nine months ended September 30, 2007 to $93.0 million for the nine months ended September 30, 2008. This increase is mainly due

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to: (i) the fact that for the nine months ended September 30, 2008 Invitel s depreciation and amortization expense was included for the entire period, compared to the nine months ended September 30, 2007, when Invitel s depreciation and amortization expense was included for only five months; (ii) the inclusion of Memorex s depreciation and amortization expense, which resulted in additional depreciation and amortization expense of $10.2 million; and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

***Income from Operations***

| | Nine Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Income from operations | $ 72.4 | $ 29.5 |

As a result of the factors described above, income from operations increased by $42.9 million from $29.5 million for the nine months ended September 30, 2007 to $72.4 million for the nine months ended September 30, 2008.

***Foreign Exchange Gains / (Losses), Net***

| | Nine Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Foreign exchange gains (losses), net | $ 22.7 | $ (1.7) |

Our foreign exchange gains of $22.7 million for the nine months ended September 30, 2008 resulted primarily from: (i) $27.6 million of unrealized gains due to the revaluation of our euro denominated debt at period end as a result of the strengthening of the Hungarian forint against the euro during the nine months ended September 30, 2008; offset by (ii) $4.9 million of unrealized foreign exchange loss on the revaluation of our receivables.

Our foreign exchange losses of $1.7 million for the nine months ended September 30, 2007 resulted primarily from the period end revaluation of our euro denominated debt.

***Interest Expense***

| | Nine Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Interest expense | $ 87.7 | $ 37.3 |

Our interest expense increased by $50.4 million from $37.3 million for the nine months ended September 30, 2007 to $87.7 million for the nine months ended September 30, 2008. This increase is mainly due to: (i) the inclusion of the interest expense attributable to our assumed debt from the Invitel Acquisition for the nine months ended September 30, 2008, which resulted in an additional $47.8 million of interest expense; (ii) the additional interest expense of $17.8 million as a result of the issuance of the 2007 Notes in connection with the Invitel Acquisition; (iii) interest expense on the Bridge Loan of $10.0 million relating to the Memorex Acquisition; and (iv) the 15% appreciation of the Hungarian forint against the U.S. dollar.

***Interest Income***

| | Nine Months Ended September 30, | |
|---|---|---|
| *(dollars in millions)* | **2008** | **2007** |
| Interest income | $ 1.5 | $ 1.0 |

Our interest income was $1.5 million for the nine months ended September 30, 2008 and $1.0 million for the nine months ended September 30, 2007. Interest income was realized on our cash balance during these periods.

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***Gains / (Losses) from Fair Value Changes of Derivative Financial Instruments***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Gains / (losses) from fair value changes of derivative financial instruments | $ (31.2) | $ (59.3) |

The losses of $31.2 million and $59.3 million loss on the fair value changes of derivative financial instruments for the nine months ended September 30, 2008 and 2007, respectively, are primarily the result of the changes in the unrealized fair value of the hedges entered into in connection with the debt assumed as part of the Invitel Acquisition. See Quantitative and Qualitative Disclosures about Market Risks on page 128.

***Gains / (Losses) from Fair Value Change of Warrants***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Gains / (losses) from fair value change of warrants | $ | $ (15.1) |

In May 1999, we issued notes (the Notes ) in an aggregate amount of $25.0 million with detachable warrants (the Warrants ) to purchase 2,500,000 shares of our common stock at a price of $10 per share. The Notes were canceled upon the exercise of the Warrants by TDC, our majority stockholder, on March 28, 2007. In accordance with Statement of Financial Accounting Standard ( SFAS ) No. 133, Accounting for Derivative Instruments and Hedging Activities, we recorded a loss of $15.1 million upon exercise of the Warrants.

***Income Tax Benefit / (Expense)***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Corporate tax | 0.1 | (0.2) |
| Local business tax | (19.5) | (5.7) |
| Current tax benefit / (expense) | (19.4) | (5.9) |
| Deferred tax benefit / (expense) | (0.1) | 9.8 |
| Total income tax benefit / (expense) | $ (19.5) | $ 3.9 |

Our income tax changed from a benefit of $3.9 million for the nine months ended September 30, 2007 to an expense of $19.5 million for the nine months ended September 30, 2008, primarily due to the increase in local tax expense due to a $13.0 million payable in relation to a municipality tax court case decision (see Note 11 Subsequent Events ).

***Net Income / (Loss) Attributable to Common Stockholders***

| *(dollars in millions)* | **Nine Months Ended September 30, 2008** | **2007** |
|---|---|---|
| Net income / (loss) attributable to common stockholders | $ (43.9) | $ (82.0) |

As a result of the factors discussed above (mainly losses arising from the fair value changes of our derivative financial instruments in the amount of $31.1 million and our interest expense of $87.7 million), we recorded a net loss attributable to common stockholders of $43.9 million or $2.68 per basic share and $2.68 per share on a diluted basis, for the nine months ended September 30, 2008 compared to a net loss attributable to common stockholders of $82.0 million, or $5.40 per basic share and $5.40 per share on a diluted basis, for the nine months ended September 30,

2007. We expect that our net loss will decrease in the future, mainly due to a decrease in our losses relating to derivative financial instruments, although no assurance can be given in this regard.

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**Comparison of Year Ended December 31, 2007 to Year Ended December 31, 2006**

The functional currency of our Hungarian subsidiaries is the Hungarian forint and the functional currency of our subsidiaries outside Hungary is the applicable local currency. The average Hungarian forint/U.S. dollar exchange rate for year ended December 31, 2007 was 183.83, compared to an average Hungarian forint/U.S. dollar exchange rate for the year ended December 31, 2006 of 210.39. When comparing the year ended December 31, 2007 to the year ended December 31, 2006, you should note that U.S. dollar reported amounts have been affected by this 15% appreciation in the Hungarian forint against the U.S. dollar. Results have also been affected by the inclusion of Invitel s results since April 27, 2007, the date of the Invitel Acquisition, and the inclusion of the results of Tele2 Hungary from October 18, 2007, the date of the Tele2 Hungary Acquisition. Certain 2006 amounts have been restated. See note 1(c) in Notes to Consolidated Financial Statements.

***Revenue***

| | Year Ended December 31, | | |
|---|---|---|---|
| *(dollars in millions)* | **2007** | **2006** | **% change** |
| | | *(as restated)* | |
| Mass Market Voice | $ 108.8 | $ 33.5 | 225% |
| Business | 125.9 | 70.7 | 78% |
| Mass Market Internet | 33.6 | 3.3 | 918% |
| Wholesale | 116.9 | 81.8 | 43% |
| **Total Revenue** | **385.2** | **189.3** | **103%** |

Our revenue increased in U.S. dollar terms by $195.9 million, or 103%, between the year ended December 31, 2007 and the year ended December 31, 2006. In functional currency terms, revenue increased by 78%. This increase is attributable to the factors described below. (Certain amounts in functional currency terms have been reported in U.S. dollars using a fixed exchange rate of 183.83 Hungarian forint/U.S. dollar for comparative purposes.)

*Mass Market Voice*

Our Mass Market Voice revenue for the year ended December 31, 2007 was $108.8 million compared to $33.5 million for the year ended December 31, 2006, representing an increase of $75.3 million or 225%. This increase is mainly due to: (i) the inclusion of Invitel s and Tele2 Hungary s Mass Market Voice revenue of $71.3 million; and (ii) the 15% appreciation in the Hungarian forint against the U.S. dollar compared to the prior year.

The inclusion of Invitel s and Tele2 Hungary s revenue for the year ended December 31, 2007 added $71.3 million in Mass Market Voice revenue. The number of Mass Market Voice telephone lines within the Invitel historical concession areas was approximately 294,000 as of December 31, 2007 and the number of Invitel s and Tele2 Hungary s CS and CPS customers that represents the customer base outside our historical concession areas was approximately 694,000 as of December 31, 2007.

Our Mass Market Voice revenue, after eliminating the impact of the Invitel Acquisition and the Tele2 Hungary Acquisition, in functional currency terms decreased by 2% from $38.3 million for the year ended December 31, 2006 to $37.5 million for the year ended December 31, 2007 as a result of the decreased revenue inside the Hungarotel historical concession areas. We experienced an approximate 10% decrease in the number of Mass Market Voice telephone lines within the Hungarotel historical concession areas from approximately 125,000 as of December 31, 2006 to approximately 112,000 as of December 31, 2007. Furthermore, there was a reduction in traffic as a result of the continued competition from mobile telephone operators and the competition from other service providers, such as cable television operators. This decrease was partly offset by the increased revenue outside the Hungarotel historical concession areas. We experienced an increase in the number of our CS

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and CPS customers. As of December 31, 2007, we had approximately 60,000 customers compared to approximately 44,000 customers as of December 31, 2006, representing a 36% increase.

*Business*

Our Business revenue for the year ended December 31, 2007 was $125.9 million compared to $70.7 million for the year ended December 31, 2006, representing a $55.2 million or 78% increase. The increase was primarily due to the inclusion of Invitel s Business revenue of $57.5 million and the 15% appreciation in the Hungarian forint against the U.S. dollar, offset by a decrease in Business revenue in PanTel.

At Invitel, the number of voice telephone lines inside the Invitel historical concession areas was approximately 35,000 as of December 31, 2007. Invitel had approximately 13,000 direct access voice telephone lines and approximately 8,000 indirect access voice telephone lines outside our historical concession areas as of December 31, 2007. In addition, Invitel had approximately 13,000 DSL lines and approximately 7,000 leased lines as of December 31, 2007.

Our Business revenue in functional currency terms, without the effect of the Invitel Acquisition, has decreased by approximately 16% from $80.9 million for the year ended December 31, 2006 to $68.3 million for the year ended December 31, 2007, mainly due to: (i) a non-renewal of a government contract (effective January 1, 2007) and a price reduction on two significant contract renewals between the two periods that resulted in lost recurring revenue of $6.4 million during the year; and (ii) fixed-to-mobile substitution. The number of voice telephone lines within the Hungarotel historical concession areas changed from approximately 12,900 as of December 31, 2006 to approximately 12,600 as of December 31, 2007 and the number of direct and indirect access voice telephone lines outside of the Hungarotel historical concession has increased from approximately 49,000 as of December 31, 2006 to approximately 51,000 as of December 31, 2007.

*Mass Market Internet*

Our Mass Market Internet revenue increased by $30.3 million from $3.3 million for the year ended December 31, 2006 to $33.6 million for the year ended December 31, 2007. This increase is primarily due to: (i) the inclusion of Invitel s Mass Market Internet revenue, which resulted in $28.2 million of additional revenue and (ii) the 15% appreciation in the Hungarian forint against the U.S. dollar.

The $28.2 million of revenue, provided by the inclusion of Invitel s Mass Market Internet revenue was generated by the approximately 104,000 broadband DSL lines of Invitel as of December 31, 2007.

Our Mass Market Internet revenue in functional currency terms, without the effect of the Invitel Acquisition, increased by 42% from $3.8 million for the year ended December 31, 2006 to $5.4 million for the year ended December 31, 2007. This increase is due to the increase in the number of broadband DSL lines from approximately 10,000 as of December 31, 2006 to approximately 17,000 as of December 31, 2007, which represents a 70% increase.

*Wholesale*

Our Wholesale revenue increased by $35.1 million or 43% from $81.8 million for the year ended December 31, 2006 to $116.9 million for the year ended December 31, 2007. This increase is primarily attributable to the inclusion of Invitel s Wholesale revenue, which resulted in an additional $16.7 million in revenue, and the 15% appreciation in the Hungarian forint against the U.S. dollar.

Our Wholesale revenue in functional currency terms, without the effect of the Invitel Acquisition, increased from $93.7 million for the year ended December 31, 2006 to $100.2 million for the year ended December 31, 2007.

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***Cost of Sales***

Cost of sales, at the segment level, totaled $131.8 million and $73.3 million for the years ended December 31, 2007 and 2006, respectively, and showed an increase of $58.5 million or 80%. This increase is mainly attributable to: (i) the inclusion of Invitel s and Tele2 Hungary s cost of sales, which resulted in additional cost of sales of $46.8 million, and (ii) the 15% appreciation in the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment cost of sales to cost of sales as per our Consolidated Statement of Operations and Comprehensive income for the years ended December 31, 2007 and 2006:

| | Year Ended December 31 | |
|---|---|---|
| *(dollars in millions)* | **2007** | **2006** |
| Segment cost of sales | $ 131.8 | $ 73.3 |
| Backbone rental expenses | 15.6 | 9.7 |
| Network operating expenses | 18.5 | 8.8 |
| Direct personel expenses | 18.7 | 6.2 |
| **Total cost of sales** | **$ 184.6** | **$ 98.0** |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Tele2 Hungary Acquisition.

***Segment Gross Margin***

| | Year Ended December 31 | | |
|---|---|---|---|
| *(dollars in millions)* | **2007** | **2006** | **% change** |
| | | *(as restated)* | |
| Mass Market Voice | $ 86.7 | $ 26.3 | 230% |
| Business | 90.6 | 51.0 | 78% |
| Mass Market Internet | 28.0 | 3.2 | 775% |
| Wholesale | 48.1 | 35.4 | 36% |
| **Segment Gross Margin** | **253.4** | **115.9** | **119%** |
| Segment Gross Margin % | 65.8% | 61.2% | |
| Backbone rental expenses | (15.6) | (9.7) | |
| Network operating expenses | (18.5) | (8.8) | |
| Direct personal expenses | (18.7) | (6.2) | |
| Selling, general and administrative | (66.3) | (35.1) | |
| Severance expense | (9.1) | (0.7) | |
| Depreciation and amortization | (79.0) | (26.1) | |
| **Income from operations** | **$ 46.2** | **$ 29.3** | |

Our segment gross margin increased from $115.9 million for the year ended December 31, 2006 to $253.4 million for the year ended December 31, 2007, an increase of $137.5 million or 119%. This increase is attributable to the factors described below.

Our segment gross margin percentage increased from 61.2% in 2006 to 65.8% in 2007. This improvement in segment gross margin percentage is due to the fact that Invitel has a higher segment gross margin percentage (73.1% on average for the year ended December 31, 2007) than we had prior to the Invitel Acquisition.

*Mass Market Voice*

Our Mass Market Voice segment gross margin for the year ended December 31, 2007 was $86.7 million compared to $26.3 million for the year ended December 31, 2006, representing an increase of $60.4 million or 230%. This increase is mainly due to the inclusion of Invitel s and Tele2 Hungary s Mass Market Voice segment gross margin of $56.7 and the 15% appreciation in the Hungarian forint against of the U.S. dollar.

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Our Mass Market Voice segment gross margin, after eliminating the impact of the Invitel Acquisition and the Tele2 Hungary Acquisition, in functional currency terms has decreased from $30.1 million for the year ended December 31, 2006 to $30.0 million for the year ended December 31, 2007. The level of segment gross margin in 2007 and 2006 is the result of the (i) the decrease in Mass Market Voice revenue inside our historical concession areas; offset by (ii) the increase in Mass Market voice revenue outside our historical concession areas and (iii) the reduction in interconnect charges, which resulted in lower cost of sales for the year ended December 31, 2007 than in the prior year.

*Business*

Our Business segment gross margin for the year ended December 31, 2007 was $90.6 million compared to $51.0 million for the year ended December 31, 2006, representing a $39.6 million or 78% increase. The increase was primarily due to the inclusion of Invitel s Business segment gross margin of $40.9 million and the 15% appreciation in the Hungarian forint against the U.S. dollar, offset by a decrease in Business segment gross margin in PanTel.

Our Business segment gross margin, after the elimination of the impact of the Invitel Acquisition, in functional currency terms has decreased by approximately 15% from $58.3 million for the year ended December 31, 2006 to $49.7 million for the year ended December 31, 2007, which is in line with the reduction of Business revenue between the two periods.

*Mass Market Internet*

Our Mass Market Internet segment gross margin increased by $24.8 million from $3.2 million for the year ended December 31, 2006 to: $28.0 million for the year ended December 31, 2007. This increase is primarily due to: (i) the inclusion of Invitel s Mass Market Internet segment gross margin, which resulted in $22.9 million of additional segment gross margin; and (ii) the 15% appreciation in the Hungarian forint against the U.S. dollar.

Our Mass Market Internet segment gross margin in functional currency terms, without the effect of the Invitel Acquisition, increased by 42% from $3.6 million for the year ended December 31, 2006 to $5.1 million for the year ended December 31, 2007. This increase is due to the increase in Mass Market Internet revenue during the period.

*Wholesale*

Our Wholesale segment gross margin increased by $12.7 million or 36% from $35.4 million for the year ended December 31, 2006 to $48.1 million for the year ended December 31, 2007. This increase is primarily attributable to (i) the inclusion of Invitel s Wholesale segment gross margin, which resulted in an additional segment gross margin of $6.4 million; and (ii) the 15% appreciation in the Hungarian forint against the U.S. dollar.

Our Wholesale segment gross margin, after the exclusion of the impact of the Invitel Acquisition, in functional currency terms, has increased by 3% from $40.6 million for the year ended December 31, 2006 to $41.7 million for the year ended December 31, 2007. This increase is mainly due to an increase in revenue generated from higher margin data network services, offset in part by a decrease of relatively low margin, high volume Wholesale voice revenue.

***Selling, General and Administrative***

| *(dollars in millions)* | **Year Ended December 31, 2007** | **2006** *(as restated)* |
|---|---|---|
| Segment selling, general and administrative | $ 119.1 | $ 59.8 |

Our selling, general and administrative expenses, at the segment level, increased by $59.3 million from $59.8 million for the year ended December 31, 2006 to $119.1 million for the year ended December 31, 2007.

This 99% increase is mainly attributable to: (i) the inclusion of selling, general and administrative expenses of Invitel and Tele2 Hungary, which resulted in an increase of $51.9 million; (ii) expenses incurred as a result of the Invitel Acquisition and Tele2 Hungary Acquisition, including integration expenses of $13.2 million; and (iii) the 15% appreciation of the Hungarian forint against the U.S. dollar.

The following table presents a reconciliation of segment selling, general and administrative expenses to selling, general and administrative expenses as per our Consolidated Statement of Operations and Comprehensive income for the years ended December 31, 2007 and 2006:

| *(dollars in millions)* | **Year Ended December 31, 2007** | **2006** *(as restated)* |
|---|---|---|
| Segment selling, general and administrative | $ 119.1 | $ 59.8 |
| Backbone rental expenses | (15.6) | (9.7) |
| Network operating expenses | (18.5) | (8.8) |
| Direct personnel expenses | (18.7) | (6.2) |
| **Total selling, general and administrative** | **$ 66.3** | **$ 35.1** |

The change in the amounts of reconciling items is primarily due to the Invitel Acquisition and the Tele2 Hungary Acquisition.

***Severance Expense***

| *(dollars in millions)* | **Year Ended December 31, 2007** | **2006** |
|---|---|---|
| Severance expense | $ 9.1 | $ 0.7 |

Our severance expenses for year ended December 31, 2007, of $9.1 million, are primarily due to the termination costs related to our restructuring of operations following the Invitel Acquisition.

Our severance expenses for the year ended December 31, 2006, of $0.7 million, are primarily due to the termination costs related to an officer of the company, as well as other individually insignificant severance costs related to a workforce reduction.

***Depreciation and Amortization***

| *(dollars in millions)* | **Year Ended December 31, 2007** | **2006** |
|---|---|---|
| Depreciation and amortization | $ 79.0 | $ 26.1 |

Depreciation and amortization increased by $52.9 million from $26.1 million for the year ended December 31, 2006 to $79.0 million for the year ended December 31, 2007. This increase is mainly due to: (i) the inclusion of Invitel s and Tele2 Hungary s depreciation and amortization charges, which resulted in additional depreciation and amortization expense of $44.8 million; (ii) the depreciation of prior year capital expenditures of Hungarotel and PanTel, which resulted in $1.7 million higher depreciation and amortization charges; (iii) the impairment of the PanTel brand name in the amount of $1.2 million due to the fact that we decided to market our products under the Invitel brand name following the Invitel Acquisition; and (iv) the 15% appreciation in the Hungarian forint against the U.S. dollar.

***Income from Operations***

| *(dollars in millions)* | **Year Ended December 31, 2007** | **2006** *(as restated)* |
|---|---|---|

| | | |
|---|---|---|
| Income from operations | $ 46.2 | $ 29.3 |

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As a result of the factors described above, income from operations increased by $16.9 million or 58% from $29.3 million for the year ended December 31, 2006 to $46.2 million for the year ended December 31, 2007.

***Foreign Exchange Gains / (Losses), Net***

| | Year Ended December 31, | |
|---|---|---|
| *(dollars in millions)* | **2007** | **2006** |
| Foreign exchange gains (losses), net | $ (6.5) | $ 1.1 |

Our foreign exchange losses of $6.5 million for the year ended December 31, 2007 resulted primarily from unrealized losses due to the revaluation of our euro denominated borrowings at period end as a result of the weakening of the Hungarian forint against the euro during the year ended December 31, 2007.

Our foreign exchange gains for the year ended December 31, 2006 resulted primarily from the strengthening of the Hungarian forint against the euro on the company s average 123.3 million denominated debt outstanding during the period.

***Interest Expense***

| | Year Ended December 31, | |
|---|---|---|
| *(dollars in millions)* | **2007** | **2006** |
| Interest expense | $ 58.7 | $ 14.9 |

Interest expense increased by $43.8 million from $14.9 million for the year ended December 31, 2006 to $58.7 million for the year ended December 31, 2007. This increase is mainly due to: (i) the inclusion of Invitel s interest expense, which resulted in an additional $40.1 million of interest expense; (ii) the additional interest expense of $13.7 million as a result of the issuance of the 2007 Notes in connection with the Invitel Acquisition; and (iii) the 15% appreciation in the Hungarian forint against the U.S. dollar.

***Interest Income***

| | Year Ended December 31, | |
|---|---|---|
| *(dollars in millions)* | **2007** | **2006** |
| Interest income | $ 1.3 | $ 1.3 |

Interest income was $1.3 million for the year ended December 31, 2006 and $1.3 million for the year ended December 31, 2007. Interest income was realized on our cash balance during the period.

***Gains / (Losses) from Fair Value Changes of Derivative Financial Instruments***

| | Year Ended December 31, | |
|---|---|---|
| *(dollars in millions)* | **2007** | **2006** |
| | | *(as restated)* |
| Gains / (losses) from fair value changes of derivative financial instruments | $ (54.0) | $ 2.3 |

The $54.0 million loss on the fair value changes of derivatives for the year ended December 31, 2007 is primarily due to: (i) changes in the unrealized fair value of the hedges entered into in connection with the debt assumed as part of the Invitel Acquisition; (ii) a realized loss on closed interest rate swap contracts of $7.5 million; and (iii) the depreciation of the Hungarian forint against the euro during the year.

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***Gains / (Losses) from Fair Value Change of Warrants***

| (dollars in millions) | Year Ended December 31, 2007 | 2006 (as restated) |
|---|---|---|
| Gains / (losses) from fair value change of warrants | $ (15.1) | $ 3.3 |

In May 1999, we issued notes (the Notes ) in an aggregate amount of $25.0 million with detachable warrants (the Warrants ) to purchase 2,500,000 shares of our Common Stock at a price of $10 per share. The Notes were canceled upon the exercise of the Warrants by TDC, our majority stockholder, on March 28, 2007.

In accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, we recorded a non-cash gain of $3.3 million for the year ended December 31, 2006, relating to the change in the fair value of the Warrants driven by the change in the company s stock price during the period and a loss of $15.1 million upon exercise of the Warrants.

***Income Tax Benefit / (Expense)***

| (dollars in millions) | Year Ended December 31, 2007 | 2006 (as restated) |
|---|---|---|
| Corporate tax | (0.5) | (1.7) |
| Local business tax | (6.6) | (3.9) |
| Current tax benefit / (expense) | (7.1) | (5.6) |
| Deferred tax benefit / (expense) | 3.8 | 0.3 |
| **Total income tax benefit / (expense)** | **$ (3.3)** | **$ (5.3)** |

Our income tax expense decreased by $2.0 million from an expense of $5.3 million for the year ended December 31, 2006 to an expense of $3.3 million for the year ended December 31, 2007, primarily due to the inclusion of Invitel s and Tele2 Hungary s current tax and the 15% appreciation in the Hungarian forint against the U.S. dollar offset by the deferred tax benefit recognized for the year.

***Net Income / (Loss) Attributable to Common Stockholders***

| (dollars in millions) | Year Ended December 31, 2007 | 2006 (as restated) |
|---|---|---|
| Net income / (loss) attributable to common stockholders | $ (96.6) | $ 16.4 |

As a result of the factors discussed above, we recorded a net loss attributable to common stockholders of $96.6 million, or $6.23 per basic share and $6.23 per share on a diluted basis, for the year ended December 31, 2007 compared to a net gain attributable to common stockholders of $16.4 million, or $1.28 per basic share and $1.04 per share on a diluted basis, for the year ended December 31, 2006.

**Comparison of Year Ended December 31, 2006 to Year Ended December 31, 2005**

The functional currency of our Hungarian subsidiaries is the Hungarian forint and the functional currency of our subsidiaries outside Hungary is the applicable local currency. The average Hungarian forint/U.S. dollar exchange rate for the year ended December 31, 2006 was 210.39, as compared to an average Hungarian forint/U.S. dollar exchange rate for the year ended December 31, 2005 of 199.59. When comparing the year ended December 31, 2006 to the year ended December 31, 2005, it should be noted that all U.S. dollar reported amounts have been affected by this 5% depreciation in the Hungarian forint against the U.S. dollar. When comparing the years it should be noted that the 2005 results include PanTel for ten months, while the 2006 results include PanTel for 12 months of operation. Certain 2006 and 2005 amounts have been restated. See Note 1(c) in notes to Consolidated Financial Statements.

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***Revenue***

| (dollars in millions) | Year Ended December 31, 2006 (as restated) | 2005 | % change |
|---|---|---|---|
| Mass Market Voice | $ 33.5 | $ 37.1 | (10)% |
| Business | 70.7 | 65.2 | 8% |
| Mass Market Internet | 3.3 | 2.0 | 65% |
| Wholesale | 81.8 | 75.3 | 9% |
| **Total Revenue** | **189.3** | **179.6** | **5%** |

Our operating revenue increased by $9.7 million or 5% from $179.6 million for the year ended December 31, 2005 to $189.3 million for the year ended December 31, 2006. This increase is attributable to the factors described below.

*Mass Market Voice*

Mass Market Voice revenue for the year ended December 31, 2006 was $33.5 million compared to $37.1 million for the year ended December 31, 2005. This $3.6 million or 10% decrease in Mass Market Voice revenue reflects: (i) a significant number of disconnections due to tariff changes during the fourth quarter of 2005; (ii) continued mobile substitution; (iii) competition from other service providers, such as cable television operators providing voice services and (iv) increased competition from other telecommunications service providers offering CS and CPS inside the Hunagrotel historical concession areas offset in part by (v) an increase in the number of customers outside the Hungarotel historical concession areas.

We had a 4% decrease in total Mass Market Voice telephone lines within the Hungarotel historical concession areas from approximately 130,000 as of December 31, 2005, to approximately 125,000 as of December 31, 2006. This decrease was offset by an increase in the number of Mass Market Voice CS and CPS customers outside the Hungarotel historical concession areas from approximately 19,000 customers as of December 31, 2005 to approximately 44,000 customers as of December 31, 2006 due to an increase in the CS and CPS activities that were launched during the second quarter of 2005.

In response to regulatory and competitive pressures in the Hungarotel historical concession areas, we introduced new monthly tariff packages to our customers as of October 1, 2005. The newly introduced packages provided for a re-balancing between monthly subscription fees and calling tariffs, whereby monthly subscription fees were increased and calling tariffs were reduced. The newly introduced packages also included a certain number of free minutes per month for each customer. Between October 1, 2005, when the new monthly packages were introduced, and December 31, 2005, we lost approximately 20,400 Mass Market Voice telephone lines, or 14% of the Mass Market Voice telephone lines in the Hungarotel historical concession areas as of September 30, 2005. This disconnection rate was principally due to the package re-balancing. During 2006, the disconnection rate returned to levels similar to the months preceding Hungarotel s package re-balancing in October 2005.

*Business*

Business revenue increased from $65.2 million for the year ended December 31, 2005 to $70.7 million for the year ended December 31, 2006, mainly due to the inclusion of PanTel s results for the full year in 2006 while only 10 months were included in 2005, which had an impact of a $4.8 million increase in Business revenue in 2006.

In the Business segment we had approximately 13,000 voice telephone lines within the Hungarotel historical concession areas and approximately 43,000 direct access and approximately 7,000 indirect access voice telephone lines outside the Hungarotel historical concession areas as of December 31, 2006 compared to approximately 12,000 voice telephone lines within the Hungarotel historical concession areas and approximately

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46,000 direct access and approximately 7,000 indirect access voice telephone lines outside the Hungarotel historical concession areas as of December 31, 2005. Out of the total Business lines, we had approximately 700 DSL lines and approximately 6,000 leased lines as of December 31, 2006 compared to approximately 400 DSL lines and approximately 6,000 leased lines as of December 31, 2005.

*Mass Market Internet*

Our Mass Market Internet revenue increased by $1.3 million from $2.0 million for the year ended December 31, 2005 to $3.3 million for the year ended December 31, 2006. This increase is primarily due to the increase in the number of broadband DSL lines during the year. The number of broadband DSL lines increased from approximately 4,000 lines as of December 31, 2005 to approximately 10,000 lines as of December 31, 2006.

*Wholesale*

Wholesale revenue increased by $6.5 million or 9% from $75.3 million in 2005 to $81.8 million in 2006. The increase is primarily a result of the inclusion of PanTel s Wholesale revenue for the whole year in 2006, whereas only 10 months were included in 2005.

***Cost of Sales***

| *(dollars in millions)* | **Year Ended December 31, 2006** | **2005** |
|---|---|---|
| Segment cost of sales | $ 73.3 | $ 62.1 |

Cost of sales, at the segment level, totaled $73.3 million and $62.1 million for the years ended December 31, 2006 and 2005, respectively, and showed an increase of $11.2 million or 18%. This increase is mainly attributable to the inclusion of PanTel s cost of sales for the full year in 2006, while only 10 months were included in 2005.

The following table presents a reconciliation of segment cost of sales to cost of sales as per our Consolidated Statement of Operations and Comprehensive income for the years ended December 31, 2006 and 2005:

| *(dollars in millions)* | **Year Ended December 31, 2006** | **2005** |
|---|---|---|
| Segment cost of sales | $ 73.3 | $ 62.1 |
| Backbone rental expenses | 9.7 | 8.2 |
| Network operating expenses | 8.8 | 7.6 |
| Direct personnel expenses | 6.2 | 7.4 |
| **Total cost of sales** | **$ 98.0** | **$ 85.3** |

The change in the amounts of reconciling items is primarily due to the inclusion of PanTel s cost of sales for the full year in 2006, while only 10 months were included in 2005.

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***Segment Gross Margin***

| *(dollars in millions)* | Year Ended December 31, 2006 *(as restated)* | 2005 | % change |
|---|---|---|---|
| Mass Market Voice | $ 26.3 | $ 30.0 | (12)% |
| Business | 51.0 | 50.5 | 1% |
| Mass Market Internet | 3.2 | 2.0 | 60% |
| Wholesale | 35.4 | 35.0 | 1% |
| **Segment Gross Margin** | **115.9** | **117.5** | **(1)%** |
| Segment Gross Margin % | 61.2% | 65.4% | |
| Backbone rental expenses | (9.7) | (8.2) | |
| Network operating expenses | (8.8) | (7.6) | |
| Direct personnel expenses | (6.2) | (7.4) | |
| Selling, general and administrative | (35.1) | (37.8) | |
| Severance expense | (0.7) | (2.5) | |
| Depreciation and amortization | (26.1) | (24.0) | |
| **Income from operations** | **$ 29.3** | **$ 30.0** | |

Our segment gross margin decreased from $117.5 million for the year ended December 31, 2005 to $115.9 million for the year ended December 31, 2006, a decrease of $1.6 million or 1%. This decrease is attributable to the factors described below.

Our segment gross margin percentage decreased from 65.4% in 2005 to 61.2% in 2006. The decrease is primarily due to the inclusion of PanTel s costs of sales for the full year in 2006 while only 10 months of cost of sales was included in 2005, which was offset by the reduction in interconnect rates during 2006. Segment gross margin percentage in PanTel is lower than that in Hungarotel due to the nature of its business.

*Mass Market Voice*

Our Mass Market Voice segment gross margin for the year ended December 31, 2006 was $26.3 million compared to $30.0 million for the year ended December 31, 2005, representing a decrease of $3.7 million or 12%. This decrease is primarily due to the decrease in Mass Market Voice revenues.

*Business*

Our Business segment gross margin for the year ended December 31, 2006 was $51.0 million compared to $50.5 million for the year ended December 31, 2005, representing a $0.5 million or 1% increase. This increase is in line with the increase in Business revenue between the two periods, mainly as a result of inclusion of PanTel s segment gross margin for the full year in 2006 while only 10 months of revenue were included in 2005.

*Mass Market Internet*

Our Mass Market Internet segment gross margin increased by $1.2 million from $2.0 million for the year ended December 31, 2005 to $3.2 million for the year ended December 31, 2006. This increase is primarily due to the increase in our broadband Internet customer base during the period.

*Wholesale*

Our Wholesale segment gross margin increased by $0.4 million or 1% from $35.0 million for the year ended December 31, 2005 to $35.4 million for the year ended December 31, 2006. This increase is primarily

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attributable to: (i) the increase in Wholesale revenue; (ii) the change in the revenue mix to higher margin Wholesale data business; (iii) the decrease in regulated interconnection prices; and (iv) the inclusion of PanTel s segment gross margin for the full year in 2006 while only 10 months were included in 2005.

***Selling, General and Administrative***

| *(dollars in millions)* | Year Ended December 31, 2006 *(as restated)* | 2005 |
|---|---|---|
| Segment selling, general and administrative | $ 59.8 | $ 61.0 |

Our selling, general and administrative expenses, at the segment level, decreased by $1.2 million or 2% for the year ended December 31, 2006 as compared to the year ended December 31, 2005. This decrease is mainly due to a $1.1 million reversal in 2006 of the provision booked in 2005 for amounts due from the Universal Service Fund, partly offset by the inclusion of PanTel s selling, general and administrative expenses for the full year for the year ended December 31, 2006 while only 10 months were included in 2005. The costs related to the Sarbanes Oxley Internal Control compliance project remained consistent at approximately $1.4 million in 2006 and 2005.

The following table presents a reconciliation of segment selling, general and administrative expenses to selling, general and administrative expenses as per our Consolidated Statement of Operations and Comprehensive income for the years ended December 31, 2007 and 2006:

| *(dollars in millions)* | Year Ended December 31, 2006 *(as restated)* | 2005 |
|---|---|---|
| Segment selling, general and administrative | $ 59.8 | $ 61.0 |
| Backbone rental expenses | (9.7) | (8.2) |
| Network operating expenses | (8.8) | (7.6) |
| Direct personnel expenses | (6.2) | (7.4) |
| **Total selling, general and administrative** | **$ 35.1** | **$ 37.8** |

The change in the amounts of reconciling items is primarily due to the inclusion of PanTel s cost of sales for the full year in 2006, while only 10 months were included in 2005.

***Severance Expense***

| *(dollars in millions)* | Year Ended December 31, 2006 | 2005 |
|---|---|---|
| Severance expense | $ 0.7 | $ 2.5 |

Our severance expenses for year ended December 31, 2006, of $0.7 million, are primarily due to the termination costs related to an officer of the company, as well as other individually insignificant severance costs related to a workforce reduction.

Our severance expenses for the year ended December 31, 2005 are related to a workforce reduction plan that we committed to in order to reduce operating expenses. The plan involved approximately 200 employees, primarily within the network and sales and marketing departments of Hungarotel. The cost of the plan amounted to $2.5 million and was based upon Hungarian statutory and union requirements.

***Depreciation and Amortization***

| | Year Ended December 31, | |
|---|---|---|
| *(dollars in millions)* | **2006** | **2005** |
| Depreciation and amortization | $ 26.1 | $ 24.0 |

Depreciation and amortization charges increased by $2.1 million or 9%. This increase is primarily due to the inclusion of PanTel s depreciation and amortization expenses for the full year in 2006, while only 10 months were included in 2005.

***Income from Operations***

| *(dollars in millions)* | **Year Ended December 31,** | |
|---|---|---|
| | **2006** *(as restated)* | **2005** |
| Income from operations | $ 29.3 | $ 30.0 |

As a result of the factors discussed above, income from operations decreased by $0.7 million or 2% for the year ended December 31, 2006 as compared to the year ended December 31, 2005. Contributing to such a decrease was a lower segment gross margin and lower selling, general and administrative expenses and higher depreciation and amortization expenses.

***Foreign Exchange Gains / (Losses), Net***

| *(dollars in millions)* | **Year Ended December 31,** | |
|---|---|---|
| | **2006** | **2005** |
| Foreign exchange gains / (losses), net | $ 1.1 | $ (8.5) |

Our foreign exchange gains for the year ended December 31, 2006 resulted primarily from (i) the strengthening of the Hungarian forint against the euro and U.S. dollar on our average 123.3 million denominated debt outstanding between December 31, 2005 and December 31, 2006. At December 31, 2006, the Hungarian forint had strengthened by approximately 0.2% against the euro as compared to the December 31, 2005 level, and by 11.5% against the U.S. dollar as compared to the December 31, 2005 level.

Our foreign exchange losses for the year ended December 31, 2005 resulted primarily from: (i) the weakening of the Hungarian forint against the euro on Hungarotel s average 80 million denominated debt outstanding between February 21, 2005 (refinancing date) and December 31, 2005; (ii) the weakening of the Hungarian forint against the euro on PanTel s average 64 million denominated debt outstanding between February 28, 2005 (refinancing date) and December 31, 2005; and by (iii) the weakening of the Hungarian forint against the U.S. dollar on the company s 9.5 million denominated inter-company loan between February 28, 2005 and December 31, 2005. At December 31, 2005, the Hungarian forint had weakened by approximately 3.6% against the euro as compared to the February 21, 2005 level, 4.2% against the euro as compared to the February 28, 2005 level and the U.S. dollar had strengthened by approximately 17% against the Hungarian forint as compared to the February 28, 2005 level.

***Interest Expense***

| *(dollars in millions)* | **Year Ended December 31,** | |
|---|---|---|
| | **2006** | **2005** |
| Interest expense | $ 14.9 | $ 12.6 |

Interest expense increased by 18% for the year ended December 31, 2006 as compared to the year ended December 31, 2005. This is due to higher average interest rates paid on our borrowings during the year ended December 31, 2006 compared to the year ended December 31, 2005, partially offset by lower average debt levels outstanding between the periods.

***Interest Income***

| *(dollars in millions)* | **Year Ended December 31,** | |
|---|---|---|
| | **2006** | **2005** |

| | | |
|---|---|---|
| Interest income | $ 1.3 | $ 0.9 |

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Interest income increased 44% for the year ended December 31, 2006 as compared to the year ended December 31, 2005, due to higher interest rates on Hungarian forint deposits between the periods.

***Gains / (Losses) from Fair Value Change of Derivative Financial Instruments***

| *(dollars in millions)* | **Year Ended December 31,** **2006** *(as restated)* | **2005** |
|---|---|---|
| Gains/(losses) from Fair Value Change of Derivative Financial Instruments | $ 2.3 | $ (0.3) |

Gains / (losses) from fair value change of derivative financial instruments for the year ended December 31, 2006 relate to the fair value change of our interest rate swaps, which amounted to a gain of $2.3 million for the year ended December 31, 2006. The gain recorded in 2006 was the result of a favorable change in interest rates between the swap contract date and December 31, 2006.

***Gains / (Losses) from Fair Value Change of Warrants***

| *(dollars in millions)* | **Year Ended December 31,** **2006** | **2005** |
|---|---|---|
| Gains/(losses) from fair value change of warrants | $ 3.3 | $ (1.5) |

In May 1999, we issued notes (the Notes ) in an aggregate amount of $25.0 million with detachable warrants (the Warrants ) to purchase 2,500,000 shares of our Common Stock at a price of $10 per share. The Notes were canceled upon the exercise of the warrants by TDC, our majority stockholder, on March 28, 2007.

In accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, we recorded a non-cash gain of $3.3 million for the year ended December 31, 2006, relating to the change in the fair value of the Warrants driven by the change in our stock price during the period. Fair value changes of Warrants resulted in a non-cash loss of $1.5 million for the year ended December 31, 2005.

***Equity in Earnings of Affiliate***

| *(dollars in millions)* | **Year Ended December 31,** **2006** | **2005** |
|---|---|---|
| Equity in earnings of affiliate | $ | $ 0.9 |

Equity in earnings of affiliate for the year ended December 31, 2005, represented our 25% equity ownership of PanTel in January and February 2005, prior to our acquiring 100% of PanTel on February 28, 2005.

***Income Tax Expense***

| *(dollars in millions)* | **Year Ended December 31,** **2006** *(as restated)* | **2005** |
|---|---|---|
| Current tax expense: | | |
| Corporate tax | $ (1.7) | $ (1.5) |
| Local business tax | (3.9) | (3.4) |
| Current tax benefit/(expense) | (5.6) | (4.9) |
| Deferred tax benefit/(expense) | 0.3 | (1.5) |

| | | |
|---|---|---|
| **Total income tax expense** | **$ (5.3)** | **$ (6.4)** |

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Total income tax expense decreased from $6.4 million for the year ended December 31, 2005 to $5.3 million for the year ended December 31, 2006. This is mainly due to the change in deferred taxes, which has changed to a deferred tax benefit of $0.3 million for the year ended December 31, 2006 from a deferred tax expense of $1.5 million for the year ended December 31, 2005.

***Net Income Attributable to Common Stockholders***

| *(dollars in millions)* | **Year Ended December 31, 2006** *(as restated)* | **2005** |
|---|---|---|
| Net income attributable to common stockholders | $ 16.4 | $ 1.3 |

As a result of the factors discussed above, we recorded restated net income attributable to common stockholders of $16.4 million, or $1.28 per basic share or $1.04 per share on a diluted basis, for the year ended December 31, 2006 as compared to net income attributable to common stockholders of $1.3 million, or $0.11 per basic share or $0.10 per share on a diluted basis, for the year ended December 31, 2005.

**Liquidity and Capital Resources**

Net cash provided by operating activities totalled $104.8 million for the year ended December 31, 2007, compared to $44.6 million for the year ended December 31, 2006. This increase is principally due to: (i) the inclusion of the operating cash provided by Invitel and Tele2 Hungary and (ii) the positive impact of the change in foreign exchange rates during the period.

Net cash provided by operating activities totalled $93.5 million for the nine months ended September 30, 2008, compared to $52.9 million for the nine months ended September 30, 2007. This increase is mainly due to additional cash generated due to the Invitel Acquisition and the Memorex Acquisition.

Net cash used in investing activities was $189.7 million for the year ended December 31, 2007, compared to $18.5 million for the year ended December 31, 2006. This increase is due to: (i) the Invitel Acquisition, which resulted in a $95.2 million increase in investing cash flows; (ii) the Tele2 Hungary Acquisition, which increased investing cash flows by $12.0 million; and (ii) an increase in capital expenditures of $42.1 million to $65.7 million during the year ended December 31, 2007 compared to the year ended December 31, 2006 due to the addition of Invitel.

Net cash used in investing activities was $144.4 million for the nine months ended September 30, 2008, and includes the acquisition of Memorex in the amount of $32.6 million, capital expenditure of $81.2 million and the settlement of derivative financial instruments of $32.8 million. Net cash used in investing activities was $147.3 million for the nine months ended September 30, 2007 and includes the acquisition of Invitel in the amount of $111.4 million and capital expenditures of $41.3 million.

Capital expenditure as a percentage of cash generated from operating activities was 50% in 2005, 53% in 2006 and 63% in 2007 (based on cash flow statements in our year-end financial statements for 2007).

Financing activities provided net cash of $84.5 million during the year ended December 31, 2007 compared to net cash used by financing activities of $24.4 million during the year ended December 31, 2006. Cash flows from financing activities for the year ended December 31, 2007 mainly resulted from the refinancing of our debt and the issuance of the 2007 Notes in connection with the Invitel Acquisition. Cash flow used in financing activities for the year ended December 31, 2006 reflects repayments of long-term debt.

Financing activities provided net cash of $54.5 million for the nine months ended September 30, 2008 compared to $98.7 million for the nine months ended September 30, 2007. Cash flows from financing activities for the nine months ended September 30, 2008 mainly resulted from the draw down of the Bridge Loan relating

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to the Memorex Acquisition in the amount of $151.8 million and the draw down of $14.7 million from our Amended Facilities Agreement offset by the repayment of Memorex s debt and partial repayment of the Amended Facilities Agreement of $99.6 million, payment under capital lease obligations of $4.8 million and refinancing costs of $7.6 million.

We have historically funded our capital requirements primarily through a combination of debt and cash flow from operations. The global financial crisis over the last several months has particularly affected the Hungarian economy. We cannot at this time predict with certainty the impact such conditions will have on our business both in Hungary and the Central and South Eastern European region with respect to consumer and business spending on our services. We do, however, believe that cash provided by our operating activities and our financing activities will provide adequate resources to satisfy our working capital requirements, scheduled principal and interest payments on debt and anticipated capital expenditure requirements. We also expect that we will continue to be in compliance with all of the financial covenants contained in our financing agreements; provided that we obtain any necessary waivers in connection with the reorganization merger under our senior credit facilities agreement. However, there is no assurance that we will continue to be able to comply with our financial covenants or that we will be able to obtain covenant relief if such relief should become necessary.

In addition to our internally generated cash flow from operations, we have additional liquidity provided by the Amended Facilities Agreement (as described below). Under the terms of the Amended Facilities Agreement, we have a revolving credit facility of EUR 4.2 million (approximately $5.4 million at current exchange rates) and HUF 200 million (approximately $1.0 million at current exchange rates), and a euro liquidity facility with EUR 15.0 million (approximately $19.1 million at current exchange rates) available for draw down. Both the revolving credit facility and the euro liquidity facility are committed lines of credit. We would be able to access these credit facilities should we need additional liquidity to meet our cash obligations position.

We intend to either refinance our Bridge Loan or, if we choose not to or the market conditions make a refinancing prohibitive, convert the Bridge Loan to term loans maturing in 2016, which conversion right is permitted, subject to certain conditions, pursuant to the Bridge Loan Agreement. Our 2004 Notes mature in 2012 and our 2006 PIK Notes and 2007 Notes mature in 2013.

The company or its subsidiaries may, subject to the terms of their credit facilities, from time to time purchase or otherwise acquire or retire the company s or its subsidiaries debt and take other steps to reduce the company s consolidated debt or otherwise change the company s capital structure. These actions may include open market purchases, negotiated transactions, tender offers, exchange offers or other transactions. The timing and amount of any debt purchases or acquisitions would depend on market conditions, trading levels of the debt from time to time, the company s cash position and the availability and terms of cash financing from other sources, and other considerations. Affiliates of the company may also purchase or otherwise acquire the company s or its subsidiaries debt from time to time, through open market purchases, negotiated transactions, tender offers, exchange offers or other transactions.

We will continue to evaluate our capital structure and the capital markets in the future in making our capital financing decisions.

In order to lower our effective interest rates on our debt and to enhance our ability to refinance debt, we entered into numerous transactions pursuant to which we effectively terminated a substantial portion of our hedging agreements. This unwinding of a substantial portion of our hedging arrangements should also enhance our ability to meet the financial covenants in our various financing agreements. See Note 5 Derivative Financial Instruments and Note 11 Subsequent Events of Notes to the Unaudited Condensed Consolidated Financial Statements for the period ended September 30, 2008 and Quantitative and Qualitative Disclosures About Market Risks on page 128.

***2007 Refinancing***

In connection with the Invitel Acquisition on April 27, 2007, we completed, through our subsidiary Magyar Telecom B.V. ( Matel ), the issuance of 200 million aggregate principal amount of floating rate senior notes maturing in 2013 (the 2007 Notes ), the proceeds of which were used to partly finance the Invitel

Acquisition and to refinance the Credit Facility. As part of the Invitel Acquisition, we also assumed an estimated net indebtedness on closing of 389 million (approximately $525 million at closing, the Assumed Debt ). The Assumed Debt consists primarily of (i) 133 million in aggregate principal amount and accrued interest of Floating Rate Senior PIK Notes due 2013 (the 2006 PIK Notes ), (ii) 145 million in aggregate principal amount of 10 3/4% Senior Notes due 2012 (the 2004 Notes ), and (iii) a Facilities Agreement in the amount of 116 million, which was amended and restated in connection with the Invitel Acquisition and further amended and restated in March 2008 in connection with the Memorex Acquisition (the Amended Facilities Agreement ). In order to clarify the rights of the creditors under the various debt instruments, we entered into an amended and restated Intercreditor Agreement (the Intercreditor Agreement ). Summaries of the terms and condition of the 2007 Notes, the 2006 PIK Notes, the 2004 Notes, the Amended Facilities Agreement and the Intercreditor Agreement are set forth below. The summaries do not purport to be complete and are qualified in their entirety by reference to the full text of such documents, copies of which are filed with the Securities and Exchange Commission.

***The Amended Facilities Agreement***

In connection with the Invitel Acquisition on April 27, 2007, an amendment was made to the Facilities Agreement, dated August 6, 2004 between Matel and Invitel, as borrowers, certain subsidiary companies as original guarantors, and certain financial institutions and a further amendment was made in March 2008 in connection with the Memorex Acquisition. The Amended Facilities Agreement provides for facilities of up to EUR 145 million, comprised of (i) a euro amortizing term loan of EUR 96.9 million, (ii) a Hungarian forint amortizing term loan of HUF 4,628 million (approximately EUR 18.5 million), (iii) a revolving credit facility of EUR 4.2 million and HUF 200 million (approximately EUR 0.8 million), and (iv) a euro liquidity facility of EUR 25 million. As of September 30, 2008 we had undrawn lines of credit of EUR 4.2 million (approximately $6.0 million) and HUF 200 million (approximately $1.2 million) under the revolving credit facility and EUR 15 million (approximately $21.6 million) under the euro liquidity facility.

Advances under the Amended Facilities Agreement bear interest for each interest period at annual rates equal to EURIBOR (currently 4.96%) or BUBOR (currently 8.83%, based on the Budapest interbank offer rates) plus an applicable margin. The applicable margin (currently 1.5%) is set based on the ratio of all of our senior debt, as defined in the Amended Facilities Agreement, to EBITDA, based on our most recently delivered quarterly management accounts and financial statements. Under the Amended Facilities Agreement, we are obligated to pay customary fees to the lenders (annual facility agency fee of EUR 100,000 and security trustee fee of EUR 8,000) including an up-front fee and a commitment fee (currently 0.75%) in relation to available and undrawn commitments under the revolving credit facility and the liquidity facility.

Our obligations under the Amended Facilities Agreement are guaranteed and are collateralized on a senior basis by (i) a first ranking pledge of all the share capital of the obligors, (ii) assignments of intercompany loans and any relevant cross guarantees of the obligors from time to time, (iii) a pledge of accounts by the obligors, and (iv) floating charges over all assets. Such security interests also collateralize, on a *pari passu* basis, all hedging obligations with respect to the Amended Facilities Agreement, the 2007 Notes and the 2004 Notes.

The Amended Facilities Agreement contains certain negative covenants that restrict us (subject to certain agreed upon exceptions) from, among other things, (i) creating or permitting to subsist any security interest over any part of our assets, (ii) merging or consolidating with or into any other person, (iii) selling, transferring, leasing, lending or otherwise disposing of any assets, (iv) incurring or permitting to be outstanding any financial indebtedness (including guarantees), (v) reducing capital or purchasing any class of our shares, (vi) making any investment, including (1) loans to any person, (2) the acquisition of indebtedness or capital or securities of any person, (3) the acquisition of the assets, property or business of any other person, or (4) the creation or acquisition of a subsidiary, (vii) entering into any derivative instruments, (viii) changing the nature of our business or amending our constitutive documents, (ix) entering into any agreement or arrangement other than on an arm s-length basis, (x) paying dividends or making any repayment, prepayment or redemption of principal under any subordinated finance documents including the 2004 Notes, the 2007 Notes and the Bridge Loan Agreement except in accordance with the Intercreditor Agreement, (xi) changing our ownership structure, and (xii) maintaining any bank account that has a credit balance with any person that is not a lender under the Amended Facilities Agreement.

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Additionally, the Amended Facilities Agreement requires us to maintain specified consolidated financial ratios, such as leverage ratios (total senior debt to EBITDA and total debt to EBITDA), an interest coverage ratio (EBITDA to total debt interest charges) and a fixed charge coverage ratio (EBITDA minus capital expenditure and cash taxes to total debt charges).

Under the terms of the Amended Facilities Agreement, we are required to observe certain affirmative undertakings, including, but not limited to, undertakings relating to (i) maintenance of all relevant consents, authorizations and licenses, (ii) conduct of business, (iii) periodic financial statements, management accounts and reports, (iv) auditors and information, (v) insurance and inspection, (vi) notification of environmental claims and expenditures, (vii) compliance with laws, (viii) taxes, and (ix) maintenance of a cost capitalization policy and an interest rate hedging policy.

The term facilities are amortizing term loans with a maturity date of June 30, 2011. No amount repaid or prepaid in relation to the term facilities may be redrawn.

The revolving facility is repayable in an amount equal to 100% of the principal amount outstanding on June 29 and December 30 of each calendar year until the maturity date of June 30, 2010. The liquidity facility is repayable in an amount equal to 100% of the principal amount outstanding at its maturity on June 30, 2010.

Subject to certain exceptions, all loans under the Amended Facilities Agreement will be required to be prepaid upon the occurrence of certain change of control events. Voluntary prepayments and cancellations are permitted.

The Amended Facilities Agreement contains certain events of default customary for senior debt financings as well as an event of default related to Matel Holdings engaging in non-holding company-related activities, the occurrence of which would preclude further borrowings under the revolving facility and permit the lenders to accelerate all outstanding loans and terminate their commitments under the facilities.

We are in discussions with several financing sources to refinance our Amended Facilities Agreement, as further described under Indicative Terms of 2009 Refinancing on page 123.

***The 2007 Notes***

Upon the completion of the Invitel Acquisition on April 27, 2007, we completed, through our subsidiary Matel, the issuance of the 2007 Notes pursuant to an Indenture, dated as of April 27, 2007 (the 2007 Notes Indenture ). We received EUR 189 million following the payment of financing costs associated with the issuance of the 2007 Notes in the amount of EUR 11 million, which costs were deferred and are amortized to interest expense using the effective interest method over the term of the 2007 Notes. The proceeds from the issuance of the 2007 Notes were used to partly finance the Invitel Acquisition and to refinance our credit facility.

The 2007 Notes mature on February 1, 2013, and bear interest at a rate of EURIBOR plus 3.0% per annum, payable quarterly in arrears on February 1, May 1, August 1 and November 1 of each year, beginning on August 1, 2007. The 2007 Notes are guaranteed by some of our subsidiaries. The 2007 Notes and subsidiary guarantees are collateralized by second-priority liens over certain inter-company funding loans, the capital stock of some of our subsidiaries, which liens rank *pari passu* with the liens over such assets securing our obligations under the 2004 Notes described below.

We have the option to redeem the 2007 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2007 Notes Indenture. In the event of certain change of control events, we must make an offer to purchase the 2007 Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to offer to purchase the 2007 Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount thereof.

The 2007 Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted payments, (iii) issue or sell shares in subsidiaries, (iv) agree to restrictions on the payment of dividends by subsidiaries, (v) enter into transactions with affiliates, (vi) create certain liens, (vii) merge, consolidate or combine with other entities, (viii) layer debt, (ix) designate subsidiaries as unrestricted subsidiaries, (x) engage in unrelated business activities and (xi) impair any security interests. The 2007 Notes Indenture also contains customary events of default, including non-payment of principal, interest, premium or other amounts, violation of covenants, bankruptcy events, cross-defaults, material judgments and invalidity of any guarantee, security document or security interest.

***The 2006 PIK Notes***

On October 30, 2006, Invitel Holdings N.V., a subsidiary of the company, issued the 2006 PIK Notes pursuant to an Indenture, dated as of October 30, 2006 (the 2006 PIK Notes Indenture ). In connection with the closing of the Invitel Acquisition on April 27, 2007, we entered into a supplemental indenture with Invitel Holdings and the 2006 PIK Notes Indenture trustee, pursuant to which we replaced Invitel Holdings as the issuer of the 2006 PIK Notes and assumed, through our subsidiary HTCC Holdco I B.V., all of the rights and obligations of the issuer under the 2006 PIK Notes Indenture.

Interest on the 2006 PIK Notes is payable quarterly in cash or in the form of additional 2006 PIK Notes at an annual rate of EURIBOR plus 8.25%, reset quarterly, plus a ratchet margin, on January 15, April 15, July 15 and October 15 of each year beginning January 15, 2007. The ratchet margin is zero for the period to but excluding October 15, 2009 and 2.00% if the consolidated leverage ratio of our subsidiary, Matel, is greater than 2.50 to 1.00 for any interest period beginning on or after October 15, 2009. The maturity date of the 2006 PIK Notes is April 15, 2013.

Our obligations under the 2006 PIK Notes are general unsubordinated obligations and are collateralized by a first priority lien over the shares of Matel Holdings and effectively subordinated to all existing and future debt of our subsidiaries.

We have the option to redeem the 2006 PIK Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2006 PIK Notes Indenture. In the event of certain change of control events, we must make an offer to purchase the 2006 PIK Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to make an offer to purchase the 2006 PIK Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount of thereof.

The 2006 PIK Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted payments, (iii) enter into transactions with affiliates, (iv) create certain liens, (v) enter into sale and leaseback transactions, (vi) issue or sell shares of subsidiaries, (vii) merge, consolidate or combine with other entities, (viii) designate subsidiaries as unrestricted subsidiaries, (ix) engage in unrelated business activities and (x) impair any security interests. The 2006 PIK Notes Indenture also contains customary events of default, including, among other things, non-payment of the principal, interest or premium, if any, on any 2006 PIK Notes, certain failures to comply with any covenant of the 2006 PIK Notes Indenture, certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any security document or security interest.

***The 2004 Notes***

In August 2004, Magyar Telecom B.V. ( Matel ), a subsidiary of Matel Holdings N.V., issued the 2004 Notes pursuant to an Indenture, dated as of August 6, 2004, (the 2004 Notes Indenture ) with some of Matel s subsidiaries as guarantors. This proxy statement/prospectus includes the Unaudited Consolidated Interim Financial Statements of Matel for the three months ended March 31, 2007, beginning on page F-194.

The 2004 Notes mature on August 15, 2012. Interest on the 2004 Notes is payable semi-annually at an annual rate of 10.75% on February 15 and August 15 of each year, beginning on February 15, 2005.

We have the option to redeem the 2004 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2004 Notes Indenture. Upon certain change of control events, we are required to make an offer to purchase all of the 2004 Notes, at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. We are also required to offer to purchase the 2004 Notes with the excess proceeds from certain sales of assets at 100% of the principal amount of the 2004 Notes, plus accrued and unpaid interest to the date of repurchase.

Our obligations under the 2004 Notes are guaranteed on a senior subordinated basis by some of our subsidiaries that guaranteed our obligations under the 2007 Notes and are collateralized by the same collateral securing the 2007 Notes.

The 2004 Notes Indenture contains covenants which, among other things, limit the ability of Matel and its restricted subsidiaries to (i) incur additional indebtedness and issue preferred shares, (ii) make certain restricted payments and investments, (iii) transfer or sell assets, (iv) enter into transactions with affiliates, (v) create certain liens, (vi) create restrictions on the ability of some of our subsidiaries to pay dividends or other payments to Matel, (vii) guarantee other indebtedness, (viii) enter into sale and leaseback transactions, (ix) issue or sell shares of certain restricted subsidiaries, (x) merge, consolidate, amalgamate or combine with other entities, (xi) designate restricted subsidiaries as unrestricted subsidiaries, and (xii) engage in any business other than a permitted business.

The 2004 Notes Indenture contains customary events of default, including, among others, the non-payment of principal, interest or premium on the 2004 Notes, certain failures to perform or observe any other covenant in the 2004 Notes Indenture, the occurrence of certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any guarantee, security document or security interest.

***The Bridge Loan Agreement***

In connection with the Memorex Acquisition, we entered into a EUR 100 million (approximately $152.0 million at exchange rate at the date of draw down) Bridge Loan Agreement on March 3, 2008 with our subsidiary Matel as borrower and our subsidiaries Invitel, Invitel Telecom, Invitel Technocom, Memorex and Memorex s Turkish subsidiary as guarantors. The Bridge Loan Agreement was arranged by Merrill Lynch and BNP Paribas, who are the original lenders. On March 5, 2008, the closing date of the Memorex Acquisition, we borrowed the full EUR 100 million pursuant to which we used EUR 30.1 million (approximately $43.3 million) to fund the purchase price for 95.7% of the outstanding equity in Memorex and EUR 46.6 million (approximately $70.0 million) to refinance some of Memorex s existing debt that we assumed at closing. We used EUR 7.6 million (approximately $10.9 million) to pay fees and expenses in connection with the Bridge Loan Agreement and transaction costs in connection with the Memorex Acquisition and we set aside the remaining EUR 15.7 million (approximately $22.6 million) for working capital purposes. In addition, EUR 12.1 million (approximately $17.4 million) of the EUR 30.1 million purchase price was paid into escrow. Following settlement, EUR 11.2 million (approximately $16.1 million) of the escrow balance was returned to us and added to our working capital.

The Bridge Loan Agreement loans (the Bridge Loans ) mature one year following the completion of the Memorex Acquisition, on March 5, 2009 (the Initial Maturity Date ). The Bridge Loans bear interest at a rate per annum equal to the sum of EURIBOR plus the applicable margin plus the Mandatory Cost (if any, as defined in the Bridge Loan Agreement), which is set at the beginning of each three month interest period. The applicable margin for the first six months is the greater of 4.25% per annum and 0.50% per annum over the 2007 Notes Spread to Maturity (the quoted spread over EURIBOR to maturity). For the next three months, the applicable margin is the greater of 4.75% per annum and 0.50% per annum over the 2007 Notes Spread to

Maturity. For the three months up to the Initial Maturity Date, the applicable margin is the greater of 5.25% per annum and 0.50% per annum over the 2007 Notes Spread to Maturity. The interest rate may not exceed 11.5% per annum for any interest period. The current interest rate on the Bridge Loans is 9.71% per annum.

Subject to certain conditions, including our not being in default under certain provisions of the Bridge Loan Agreement at the Initial Maturity Date, we may convert the Bridge Loans to term loans ( Term Loans ) with a maturity date of seven years following the Initial Maturity Date (March 5, 2016, the Extended Maturity Date ). The terms of the Bridge Loan Agreement will generally govern the Term Loans, provided that certain covenants and events of default under the Bridge Loan Agreement will be replaced by covenants and events of default from the 2007 Notes Indenture. From the Initial Maturity Date (March 5, 2009) until the Extended Maturity Date (March 5, 2016), the applicable margin shall be 6.25% per annum, provided the interest rate for any three month interest period shall not exceed 11.5%. If we elect to convert the Bridge Loans to Term Loans, a lender may, upon the sale of its Term Loan to a third party, subject to certain conditions, exchange all or any portion of its Term Loan into one or more exchange notes (the Exchange Notes ), which Exchange Notes will be governed by an indenture, which indenture shall contain covenants, events of default, repayment and other provisions based on those contained in the indenture governing the 2007 Notes. The Exchange Notes shall bear interest at a rate equal to 11.5% per annum.

Upon a change in our control (as defined in the Bridge Loan Agreement), each lender may require us to prepay an amount equal to 100% of the Bridge Loans outstanding plus any accrued and unpaid interest and 101% of any Term Loan outstanding plus any accrued and unpaid interest.

We may prepay the Bridge Loans, and any accrued and unpaid interest and any breakage costs, without penalty. We may prepay the Term Loans within the first four years following the Initial Maturity Date by paying the outstanding principal, and any accrued and unpaid interest and any breakage costs, plus the greater of (i) 1% of the outstanding principal amount of the Term Loan and (ii) the excess of (a) the present value at such redemption date of (x) the redemption price of such Term Loan four years after the Initial Maturity Date (March 5, 2013), plus (y) all required interest payments that would otherwise be due to be paid on such Term Loan during the period between the redemption date and the date four years after the Initial Maturity Date (March 5, 2013), computed using a discount rate equal to the German Bund rate at such redemption date plus 50 basis points over (b) the then outstanding principal amount of the Term Loan. Following the fourth year after the Initial Maturity Date (March 5, 2013), we may prepay the Term Loans, plus any accrued and unpaid interest and any breakage costs, as follows: (i) at par plus 50% of the coupon through March 5, 2014, (ii) at par plus 25% of the coupon through March 5, 2015 or (iii) at par through March 5, 2016. For any Term Loans held by the original lenders, we may prepay the Terms Loans following March 5, 2013 by paying the original lenders the outstanding principal plus accrued and unpaid interest and any breakage costs.

Our obligations under the Bridge Loan Agreement are currently guaranteed by some of our subsidiaries and are collateralized by the same collateral securing the 2004 Notes and the 2007 Notes.

The Bridge Loan Agreement contains customary representations and warranties and events of default. The Bridge Loan Agreement contains covenants restricting our ability, under certain circumstances, to, among other things, (i) make certain restricted payments such as dividends or loans, (ii) create certain liens, (iii) merge or consolidate with other entities, (iv) borrow money other than as permitted, (v) make guarantees, (vi) make loans, acquire assets or companies other than as permitted or (vii) enter into hedging arrangements other than as permitted.

We have classified the Bridge Loans as a non-current liability in the Condensed Consolidated Financial Statements as we have the intent and the ability to either refinance the Bridge Loans prior to maturity or convert the Bridge Loans to Term Loans.

We are in discussions with several financing sources to refinance the Bridge Loan Agreement, as further described under Indicative Terms of 2009 Refinancing on page 123.

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*The Intercreditor Agreement*

In order to establish the relative rights of certain of our creditors under our financing arrangements, including the Bridge Loan Agreement (including priority of claims and subordination), we have entered into an amended and restated Intercreditor Agreement with, among others, the lenders under the Amended Facilities Agreement and the Bridge Loan Agreement, certain hedging counterparties, the security trustee, the trustee for the 2007 Notes and the trustee for the 2004 Notes. The Intercreditor Agreement provides that if there is an inconsistency between the provisions of the Intercreditor Agreement (regarding subordination, turnover, ranking and amendments only), and certain other documents, including the 2007 Notes Indenture governing the 2007 Notes, the Intercreditor Agreement will prevail.

Our major contractual cash obligations as of September 30, 2008 (at September 30, 2008 exchange rates) are as follows:

| | | Cash Payments Due by Period | | | |
|---|---|---|---|---|---|
| *($ in thousands)* | **Total** | **1 Year or Less** | **2 3 Years** | **4-5 Years** | **After 5 Years** |
| **Obligation** | | | | | |
| Long Term Debt principal payment | $ 1,018,310 | $ 56,923 | $ 81,666 | $ 513,148 | $ 366,573 |
| Long Term Debt interest (1) | 479,166 | 71,631 | 133,308 | 271,467 | 2,760 |
| Interest Rate Swap Agreements | 44,893 | 43,657 | 1,236 | | |
| Lease Commitments to Telecommunication Providers | 100,594 | 11,683 | 21,921 | 16,770 | 50,220 |
| Other Operating Leases | 25,857 | 5,422 | 9,197 | 2,321 | 8,917 |
| Capital Leases | 14,693 | 7,935 | 6,758 | | |
| **Total** | **$ 1,683,513** | **$ 197,251** | **$ 254,086** | **$ 803,706** | **$ 428,470** |

(1) Long-term debt interest payment obligations are calculated by rates of interest for the respective debt arrangements as follows: 10.0% for the HUF tranche of the Amended Facilities Agreement, 6.7% for the EUR tranche of the Amended Facilities Agreement, 8.2% for the 2007 Notes, 13.45% for the 2006 PIK Notes, 10.75% for the 2004 Notes, 11.5% for the Memorex Bridge Loan, 7.16% for the Memorex Turkey Loan and 7.55% and 7.90% for the 1st and 2nd Memorex Prep Loans, respectively.

Liquidity risk represents the risk that we are unable to meet our payment obligations when those become due. We monitor our liquidity position on an ongoing basis by forecasting and monitoring revenue, capital and operating expenditures, investments and debt service.

*Credit Ratings*

The 2004 Notes and the 2007 Notes are rated by international credit rating agencies as required by the indentures covering those notes. The Corporate Credit Rating is B+/Stable and the Corporate Family Rating is B1/Stable as of September 30, 2008, as issued by Standard & Poor s and Moody s Investor Service, respectively. On October 24, 2008, Standard & Poor s lowered its Corporate Credit Rating to B/Negative. As a result of the downgrade, the expected return from our debt securities may increase.

*Indicative Terms of 2009 Refinancing*

We are in discussions with several financing sources to refinance our Amended Facilities Agreement (see page 118) and our Bridge Loan Agreement (see page 121). The terms of the refinancing are not finalized, and there can be no assurance regarding the outcome or the scope of these discussions. The following summary reflects the indicative terms being discussed with certain financing sources with respect to the refinancing. These terms are subject to change. The final terms, if agreed, will be finalized in the definitive senior facilities agreement (the Definitive Senior Facilities Agreement ). Pursuant to the indicative terms, the amended facilities agreement will be comprised of (i) a EUR 165.0 million term and revolving facility (the Senior Facilities ) with our subsidiary Invitel as borrower and Invitel, our subsidiaries Matel, Invitel, Invitel Telecom, Invitel Technocom, Memorex, Memorex s Turkish subsidiary and Invitel s Romanian subsidiary as guarantors, (ii) a EUR 36.0 million subordinated term loan with our subsidiary Matel as borrower (the Subordinated Term Loan ) and (iii) a subordinated PIK loan from TDC or one of its affiliates to Matel (the TDC PIK Loans and, together with the Senior Facilities and the Subordinated Term Loan, the 2009 Amended Facilities ).

The company s discussions with the proposed lenders of the 2009 Amended Facilities may include whether the TDC PIK Loans are required in order to consummate the refinancing and, if so, the amount and terms of the TDC PIK Loans. We cannot currently provide assurance that TDC and the company will reach agreement with respect to the amount and terms of the TDC PIK Loans if they are required by the other lenders of the 2009 Amended Facilities. If the TDC PIK Loans are required, and TDC and the company are unable to reach an agreement with respect to the amount or terms of the TDC PIK Loans, then we may not be able to complete the refinancing, or we may only be able to complete the refinancing of the existing senior credit facilities agreement or the existing bridge loan agreement, but not both of them. As described elsewhere in this proxy statement/prospectus, the completion of the merger is conditional upon, among other conditions, the receipt of any required waivers under the company s credit facilities. We do not currently believe that any waivers under our bridge loan agreement will be necessary to enable us to complete the merger. The TDC PIK Loans, if issued, may be refinanced in the future with equity provided by TDC and/or third parties, including pursuant to a public offering (which could include an offering to existing shareholders pursuant to a rights issue or otherwise).

Pursuant to the indicative terms, the Senior Facilities will be comprised of (i) a term facility not exceeding EUR 150 million (the Term Facility ), (ii) a EUR 10.0 million capex facility (the Capex Facility ) to finance capital expenditures and (iii) a EUR 5.0 million revolving facility (the Revolving Facility ) to finance operating costs and working capital requirements, other than acquisitions of companies or businesses (each, a Facility ). The Term Facility would be available to be drawn down in EUR up to a determined amount, or in HUF, provided that the amount drawn down in HUF will be in an amount equivalent to at least EUR 20.0 million. The Term Facility would consist of amortizing term loans with a maturity date of December 31, 2011. The Capex Facility would be required to be repaid in an amount up to 100% of the principal amount outstanding at its maturity on December 31, 2011. The Revolving Facility loans would each be required to be repaid on the last day of its respective Interest Period (as defined in the Definitive Senior Facilities Agreement).

Pursuant to the indicative terms, the Senior Facilities would bear interest at a rate per annum equal to the sum of the applicable margin plus EURIBOR (or BUBOR, if a loan is denominated in HUF) plus the Mandatory Cost (if any, as will be defined in the Definitive Senior Facilities Agreement). The applicable margin would be 3.5% per annum, which may be reduced to 3.0% per annum after 12 months, if specified leverage ratios are met. We would be obligated to pay customary fees to the lenders, including an arrangement fee, agency fee, security trustee fee and accordion facility fee, as well as a commitment fee of 35% per annum of the applicable margin for each Facility for the available and undrawn commitments.

Pursuant to the indicative terms, we would be permitted to prepay the Senior Facilities without penalty, provided that we must prepay the EUR and HUF portions of the Revolving Facility proportionately. We would be required to repay all the Senior Facilities in connection with a change of control.

Pursuant to the indicative terms, the Senior Facilities would require us to maintain specified consolidated finance ratios, such as leverage ratios (total debt to twelve month consolidated EBITDA and senior debt to twelve month consolidated EBITDA), an interest coverage ratio (twelve month consolidated EBITDA to total debt interest charges), a fixed charge service cover (twelve month cashflow to total debt charges) and to observe certain limits on capital expenditure per year.

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Pursuant to the indicative terms, under the terms of the Definitive Senior Facilities Agreement, we would be required to observe certain affirmative covenants, including, but not limited to, (i) maintenance of all relevant consents, authorizations and licenses, (ii) conduct of business, (iii) authorized officers and auditors, (iv) ensuring *pari passu* status of obligations, (v) insurance and inspection, (vi) compliance with laws and regulations, (vii) notification of environmental claims, (viii) taxes, (ix) maintenance of a cost capitalization policy, (x) appropriate use of proceeds and (xi) entering into an agreed interest rate hedging policy.

Pursuant to the indicative terms, the terms of the Definitive Senior Facilities Agreement would contain certain negative covenants that would restrict us (subject to certain agreed upon exceptions) from, among other things, (i) creating or permitting any subsidiary to create a security interest over any part of our assets, (ii) merging or consolidating into or with any other entity, (iii) selling, transferring, leasing, lending or otherwise disposing of any assets, (iv) incurring or permitting any subsidiary to incur any financial indebtedness (including guarantees), (v) reducing any capital or purchasing any class of our shares, (vi) making any investments, including (1) loans to any person, (2) the acquisition all or a substantial part of the assets, property or business of any person, (3) the creation or acquisition of a subsidiary, (4) incurring capital expenditure other than in relation to the telecoms business or (5) acquiring any infrastructure, (vi) entering into any interest rate, currency swaps or hedging arrangements, (vii) changing the nature of our business or amending our constitutive documents, (viii) entering into agreement or arrangement other than on an arm s length basis, (ix) maintaining a bank account that with any person that is not a lender under the Definitive Senior Facilities Agreement, (x) paying dividends or making any repayments, prepayment or redemption of any principal under the 2004 Notes, the 2007 Notes, the Subordinated Term Loan or the TDC PIK Loan except as otherwise permitted by the Definitive Senior Facilities Agreement and (xi) making payments or transfers of assets other than as permitted by the definitive Senior Facilities agreement or the Intercreditor Agreement.

Our obligations under the Senior Facilities would be guaranteed and collateralized by substantially the same assets as under the existing Amended Facilities.

Pursuant to the indicative terms, the Subordinated Term Loan would have terms substantially similar to those contained in the Definitive Senior Facilities Agreement, provided that financial covenants would be less stringent. It would rank as per the existing Bridge Facility Agreement. The Subordinated Term Loan would be drawn down in one drawdown on the closing date and would terminate on March 30, 2012. We would be obligated to pay customary fees to the lenders, including an upfront fee, an agency fee, a security trustee fee and a work fee, as well as a commitment fee of 35% per annum of the applicable margin per annum for the available and undrawn commitment.

Pursuant to the indicative terms, the Subordinated Term Loan would bear interest at a rate per annum of the sum of the applicable margin plus EURIBOR plus Mandatory Costs, if any (as will be defined in the definitive Subordinated Term Loan Agreement). The applicable margin would be 12% per annum increasing to 13.5% per annum after 24 months.

In addition, the Subordinated Term Loan would contain certain prepayment events, such as prepayment on change of control, and would also require prepayment where a prepayment of at least EUR 5.0 million has been made under the Senior Facilities, subject to certain conditions.

**Inflation and Foreign Currency**

During the nine months ended September 30, 2008, the Hungarian forint appreciated both against the euro and the U.S. dollar. Overall, this resulted in a net foreign exchange gain of $22.7 million for the nine months ended September 30, 2008 compared to a net foreign exchange loss of $1.7 million for the nine months ended September 30, 2007. In October 2008, due to global economic conditions, the Hungarian forint depreciated against both the euro and U.S. dollar from September 30, 2008. See Liquidity and Capital Resources on page 115.

Approximately 76% of our total revenue is denominated in Hungarian forint and our operating and other expenses, including capital expenditures, are predominantly in Hungarian forint but also in U.S. dollars and euros. In addition, certain items in the balance sheet accounts are denominated in currencies other than the functional currencies of the operating subsidiaries. Accordingly, when such accounts are translated into the functional currency, we are subject to foreign exchange gains and losses which are reflected as a component of earnings. When the subsidiaries financial statements are translated into U.S. dollars for financial reporting purposes, we are subject to translation adjustments, the effect of which is reflected as a component of stockholders equity.

While we have the ability to increase some of the prices we charge for our services generally commensurate with increases in the Hungarian Consumer Price Index ( CPI ) pursuant to our licenses from the Hungarian government, and as regulated by the government, we may choose not to implement the full amount of the increase permitted due to competitive and other concerns. In addition, the rate of increase in the Hungarian CPI may not be sufficient to offset potential negative exchange rate movements and, as a result, we may be unable to generate cash flows to the degree necessary to meet our obligations in currencies other than the Hungarian forint. See Quantitative and Qualitative Disclosures about Market Risks on page 128.

**Recently Adopted Accounting Pronouncements**

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109, Accounting for Income Taxes ( FIN 48 ), which clarifies the accounting for uncertainty in income taxes. FIN 48 establishes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 requires that we recognize in our financial statements, the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN 48 were effective beginning January 1, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The adoption of FIN 48 has not had a material effect on our financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value in GAAP, and enhances disclosures about fair value measurements. SFAS 157 applies when other accounting pronouncements require fair value measurements; it does not require new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. In February 2008 the FASB issued a Staff Position that delays the effective date of SFAS 157. Delayed application of SFAS 157 is permitted for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. We adopted SFAS 157 as of January 1, 2008 for financial assets and liabilities. The adoption of SFAS 157 has not had a material effect on our financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 ( SFAS 159 ), which permits entities to choose to measure many financial instruments and certain warranty and insurance contracts at fair value on a contract-by-contract basis. SFAS 159 applies to all reporting entities and contains financial statement presentation and disclosure requirements for assets and liabilities reported at fair value as a consequence of the election. SFAS 159 is effective as of the beginning of an entity s first fiscal year that begins after November 15, 2007. We adopted SFAS 159 as of January 1, 2008. The adoption of SFAS 159 has not had a material effect on our financial position or results of operations.

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In October, 2008 the FASB issued FASB Staff Position statement No. FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active ( FSP FAS 157-3 ). This standard clarifies the application of FASB statement No.157, Fair Value Measurements and illustrates key considerations in determining the fair value of a financial asset when a market is not active. FSP FAS 157-3 became effective upon issuance with revisions resulting from its application to be accounted for as a change in accounting estimate in accordance with SFAS Statement No. 154, Accounting Changes and Error Corrections. The adoption of FSP FAS 157-3 has not had a material effect on our financial position or results of operations.

**Recently Issued Accounting Pronouncements**

In December 2007, the FASB issued SFAS No. 141 Revised, Business Combinations ( SFAS 141R ), which replaces SFAS 141, Business Combinations. SFAS 141R establishes principles and requirements for measurement of identifiable assets and liabilities in a business combination and the measurement and recognition of goodwill acquired in the business combination or a gain from a bargain purchase. The standard also determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. SFAS 141R requires transaction costs to be expensed as incurred, rather than capitalizing as a cost of the acquisition, recording contingent at fair value with subsequent adjustments in income and reduction in valuation allowances on deferred taxes in income rather than goodwill. The impact of the adoption of SFAS 141 will depend on the nature and timing of our future acquisitions.

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment of ARB No. 51 ( SFAS 160 ), which we will adopt on January 1, 2009. SFAS 160 will significantly change the accounting and reporting related to a non-controlling interest in a subsidiary. After adoption, non-controlling interests will be classified as shareholders equity, a change from its current classification between liabilities and shareholders equity. Earnings attributable to minority interests will be included in net income, although such earnings will continue to be deducted to measure earnings per share. Purchases and sales of minority interests will be reported in equity. We do not expect that the adoption of SFAS 160 will have a material impact on our financial statements.

In March 2008, the FASB issued FASB Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 ( SFAS 161 ). SFAS 161 changes disclosure requirements for derivative instruments and hedging activities. The Statement requires enhanced disclosures about (a) how and why derivative instruments are used, (b) how derivative and related hedged items are accounted for under FASB Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect financial position, financial performance, and cash flows. We are currently assessing the impact of SFAS 161.

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## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

### Market Risk Exposure

*Foreign Currency Exchange Rate Risks*

We are exposed to various types of risk in the normal course of our business, including the risk from foreign currency exchange rate fluctuations. Our operations, including approximately 76% of gross revenues and approximately 80% of operating expenses, are Hungarian forint based. Therefore, we are subject to currency exchange rate risk with respect to our non-Hungarian forint denominated expenses, primarily euros and U.S. dollars, due to the variability between the Hungarian forint and the euro and U.S. dollar. Due to our limited exposure with respect to non-Hungarian forint denominated expenses, we have not entered into any agreements to manage our foreign currency risks related to such expenses but we continue to monitor the currency exchange rate risk related to such expenses.

We are also exposed to exchange rate risk since the majority of our debt obligations are in euros. If the Hungarian forint weakens in the currency exchange markets versus the euro, we would have to generate more revenue in Hungarian forint to settle such debt obligations. The Hungarian forint/euro exchange rate changed from 253.35 as of December 31, 2007 to 243.17 as of September 30, 2008, an approximate 4% appreciation of the value of the Hungarian forint versus the euro. Given our euro denominated debt obligations, exchange rate fluctuations can have a significant impact on our financial statements in connection with foreign exchange gains/losses and the resulting debt balances. We did, however, enter into hedging arrangements in 2007 to convert a substantial portion of (i) our variable rate euro-denominated debt service and (ii) fixed rate euro-denominated debt service to fixed-rate Hungarian forint denominated debt service. While these hedging arrangements were aimed at hedging the company s economic exposure as described, a negative fair market value of the position at maturity could potentially result in a breach of certain covenants under our credit facilities. Hence, following a significant depreciation of the forint against the euro in October of 2008, we entered into numerous transactions pursuant to which we effectively terminated a substantial portion of our hedging agreements. See Note 5 Derivative Financial Instruments and Note 11 Subsequent Events of Notes to the Unaudited Condensed Consolidated Financial Statements for the nine-month period ended September 30, 2008, beginning on page F-60.

Given our euro-denominated debt obligations, exchange rate fluctuations can have a significant impact on our financial statements in connection with foreign exchange gains/losses and the resulting debt balances. The sensitivity of our future cash-flows to foreign exchange rate changes related to our debt service, including all hedging in place, is detailed in the table under the section Derivative Financial Instruments below.

*Interest Rate Risks*

We are exposed to interest rate risks because most of our outstanding euro denominated debt and Hungarian forint denominated debt obligations accrue interest at variable rates tied to market interest rates. The interest rates on the euro and Hungarian forint denominated obligations are based on EURIBOR and BUBOR, respectively. We evaluate market interest rates and the costs of interest rate hedging instruments by reviewing historical variances between market rates and rates offered by lending institutions on hedging instruments, as well as market expectations of future interest rates.

In 2007, we entered into hedging arrangements to convert a substantial portion of our variable rate euro denominated debt service and our variable rate Hungarian forint denominated debt service to fixed-rate Hungarian forint denominated debt service. The average interest rate on our debt for the quarter ended September 30, 2008 was 11.61%. In October 2008, we entered into numerous transactions pursuant to which we effectively terminated a substantial portion of our hedging agreements. See Note 5 Derivative Financial Instruments and Note 11 Subsequent Events of Notes to the Unaudited Condensed Consolidated Financial Statements for the nine-month period ended September 30, 2008, beginning on page F-60. The sensitivity of our future cash-flows to interest rate changes related to our debt service, including all hedging in place, is detailed in the table under the section Derivative Financial Instruments below.

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***Derivative Financial Instruments***

During 2007, in order to reduce our exposure to foreign currency exchange rate risk and interest rate changes, we implemented a major hedging program as part of which we hedged the interest rate and foreign currency exchange rate risks on a substantial portion of our debt.

The following table summarizes the notional amounts and respective fair values of our financial instruments, which mature at varying dates, as of September 30, 2008:

| *(in thousands)* | Notional Amount | Fair Market Value | Fair Value Change |
|---|---|---|---|
| **Asset/ (Liability)** | | | |
| Cross currency interest rate swaps | $ 583,692 | $ (44,948) | $ (9,862) |
| FX forward contracts | | | (21) |
| Interest rate swaps | 19,042 | 55 | 839 |
| **TOTAL** | **$ 602,734** | **$ (44,893)** | **$ (9,044)** |

The notional principal amount provides one measure of the transaction volume outstanding as of the end of the period, and does not represent the amount of our exposure to market loss. The estimated fair values represent the estimated amounts that we would pay or receive to terminate the contracts as of September 30, 2008. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

In October of 2008, we entered into numerous transactions pursuant to which we effectively terminated a substantial portion of our hedging agreements. See Note 5 Derivative Financial Instruments and Note 11 Subsequent Events of Notes to the Unaudited Condensed Consolidated Financial Statements for the nine month period ended September 30, 2007. The aggregate cost to effectively terminate these hedging agreements is approximately EUR 9 million (approximately $12.9 million), payable during the term of the agreements (August 2009 with respect to the heding arrangements related to the 2004 Notes and the 2007 Notes and June 2011 with respect to the hedging arrangements relating to the Amended Facilities Agreement).

Since we now have fixed principal payments and variable and fixed interest payments payable in euros, we are more exposed to interest rate and currency exchange rate risks going forward. We do expect that the average effective interest on our debt instruments will be lower going forward. There can be no assurance as to our future costs and we will continue to monitor financial markets and enter into derivative arrangements that we deem to be in our best interests.

***Sensitivity Analysis***

The following table shows the sensitivity of our debt instruments and the related hedge transactions to foreign currency exchange rate and interest rate changes as of September 30, 2008:

| | **1% p.a. increase in interest rates** | | | **10% p.a. increase in HUF/EUR rate** | | |
|---|---|---|---|---|---|---|
| **Instrument** | **Cash Flow impact on debt service** | **Cash Flow impact on underlying hedge** | **Net Cash Flow Impact** | **Cash Flow impact on debt service** | **Cash Flow impact on underlying hedge** | **Net Cash Flow Impact** |
| | | | *(in thousands)* | | | |
| Amended Facilities Agreement HUF tranche (1) | $ (150) | $ 150 | $ | $ | $ | $ |
| Amended Facilities Agreement EUR tranche (1) | (762) | 762 | | (3,849) | 3,877 | 28 |
| Memorex Bridge Loan | (1,438) | | (1,438) | (1,370) | | (1,370) |
| 1st Memorex Prep Loan (2) | | | | (87) | | (87) |
| 2nd Memorex Prep Loan (2) | | | | (34) | | (34) |
| Memorex Turkey Loan | (26) | | (26) | (342) | | (342) |
| 2007 Notes | (2,875) | 2,826 | (49) | (2,212) | 2,372 | 160 |
| 2004 Notes (2) | | | | (2,194) | 2,194 | |
| 2006 PIK Notes (3) | (2,415) | | (2,415) | (2,255) | | (2,255) |

| | | | | | | |
|---|---|---|---|---|---|---|
| **Total** | **$ (7,666)** | **$ 3,738** | **$ (3,928)** | **$ (12,343)** | **$ 8,443** | **$ (3,900)** |

(1) Calculation based on actual outstanding notional amounts per repayment/hedging schedule
(2) The issuer can select the interest to be paid in cash or in kind (i.e. issue of new bonds)

The above table shows the impact of a 1% increase in interest rates (e.g. BUBOR and EURIBOR) and 10% increase in the Hungarian forint/euro exchange rate on our debt service related cash flow due in the next 12 months (until September 30, 2009).

In October 2008, we entered into numerous transactions pursuant to which we effectively terminated a substantial portion of our hedging agreements. See Note 5 Derivative Financial Instruments and Note 11 Subsequent Events of Notes to the Unaudited Condensed Consolidated Financial Statements for the nine month period ended September 30, 2007. The table below shows the sensitivity of our debt instruments and the related hedge transactions to foreign currency exchange rate and interest rate changes as of October 31, 2008 following the effective termination of a substantial portion of our hedging agreements. The table below shows the impact of a 1% increase in interest rates (e.g. BUBOR and EURIBOR) and 10% increase in the euro/forint exchange rate on our debt service related cash flow due in the 12 months following (until October 31, 2009).

| | **1% p.a. increase in interest rates** | | | **10% p.a. increase in HUF/EUR rate** | | |
|---|---|---|---|---|---|---|
| **Instrument** | **Cash Flow impact on debt service** | **Cash Flow impact on underlying hedge** | **Net Cash Flow impact** | **Cash Flow impact on debt service** | **Cash Flow impact on underlying hedge** | **Net Cash Flow impact** |
| | *(in thousands)* | | | | | |
| Amended Facilities Agreement HUF tranche (1) | $ (150) | $ 150 | $ | $ | $ | $ |
| Amended Facilities Agreement EUR tranche (1) | (762) | 652 | (110) | (3,849) | 1,936 | (1,913) |
| Memorex Bridge Loan | (1,438) | | (1,438) | (1,370) | | (1,370) |
| 1st Memorex Prep Loan (2) | | | | (87) | | (87) |
| 2nd Memorex Prep Loan (2) | | | | (34) | | (34) |
| Memorex Turkey Loan | (26) | | (26) | (342) | | (342) |
| 2007 Notes | (2,875) | (55) | (2,930) | (2,212) | (283) | (2,495) |
| 2004 Notes (2) | | | | (2,194) | (190) | (2,384) |
| 2006 PIK Notes (3) | (2,415) | | (2,415) | (2,255) | | (2,255) |
| **Total** | **$ (7,666)** | **$ 747** | **$ (6,919)** | **$ (12,343)** | **$ 1,463** | **$ (10,880)** |

(1) Calculation based on actual outstanding notional amounts per repayment/hedging schedule

(2) The Memorex Prep Loans and the 2004 Notes have fixed rate interest and are not sensitive to changes in interest rates

(3) The issuer can select the interest to be paid in cash or in kind (i.e. issue of new notes)

In the ordinary course of business we enter into contractual agreements to provide and receive telephone and other services. Certain of these agreements are denominated in currencies other than the functional currency of any of the parties, mainly in euros, and are required to be accounted for separately as embedded derivatives. The impact of a 10% strengthening or weakening of the Hungarian forint against other currencies would result in a change in the amount of embedded derivatives by $4.9 million.

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## THE REORGANIZATION

*The following discussion contains material information pertaining to the reorganization and the merger. This discussion is subject and qualified in its entirety by reference to the merger agreement and the related documents attached as Appendices to this proxy statement/prospectus. You should read the entirety of those documents as well as the discussion in this proxy statement/prospectus.*

### Structure of the Reorganization

The board of directors of HTCC Delaware has unanimously approved and recommends that you adopt the agreement and plan of merger whereby we will effectively change our domicile from Delaware to Denmark. HTCC Delaware has incorporated Invitel Denmark under the laws of Denmark, and Invitel Denmark has organized MergeCo as a Delaware limited liability company. The reorganization will be accomplished as follows:

- a transfer of the assets of HTCC Delaware to, and assumption of its liabilities by, Invitel Denmark in exchange for newly issued shares of Invitel Denmark,

- a merger of HTCC Delaware with and into MergeCo, which will be the surviving company in the merger and will be a wholly owned subsidiary of Invitel Denmark. The terms of the merger are set forth in the agreement and plan of merger attached as Annex A to this proxy statement/prospectus. As a result of the merger your shares of HTCC Delaware common stock will automatically convert into the right to receive one Invitel Denmark ADS representing one ordinary share of Invitel Denmark, unless you elect to receive Invitel Denmark ordinary shares, in which case you will receive one Invitel Denmark ordinary share for each share of HTCC Delaware common stock. As a result, the current stockholders of HTCC Delaware will, either directly or through Invitel Denmark ADSs, own exactly the same number of Invitel Denmark ordinary shares as they currently own in HTCC Delaware. For a description of the terms of the Invitel Denmark ordinary shares, see Description of Ordinary Shares of Invitel Denmark on page 149, and for a description of the Invitel Denmark ADSs, see Description of Invitel Denmark American Depositary Shares on page 153, and

- after completion of the merger, the transfer by MergeCo of its assets to and the assumption of its liabilities by its parent, Invitel Denmark, and the dissolution of MergeCo.

After completion of the reorganization, you will own, either directly or through Invitel Denmark ADSs, an interest in a Danish holding company, which will be engaged in the same business that HTCC Delaware and its subsidiaries were engaged in prior to the reorganization.

After the reorganization merger occurs, Invitel Denmark or its exchange agent will send a letter to HTCC Delaware stockholders that will provide instructions on how to elect to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs, and how to exchange your HTCC Delaware stock certificates for Invitel Denmark securities. PLEASE DO NOT SEND ANY STOCK CERTIFICATES AT THIS TIME.

### Background and Reasons for the Reorganization

Our current business is conducted entirely in Hungary and elsewhere in Central and South Eastern Europe. As we announced on June 30, 2008, our board conducted a review of the company s strategic alternatives, which included the possibility of a sale of the company. As a result of such review, we believe that a reorganization of HTCC Delaware as a Danish corporation will allow us to better take advantage of certain financial and business opportunities that may arise in the future. We have outlined below what we believe to be the benefits of the reorganization.

- Enhancement of the company s structuring flexibility with respect to a potential sale of the company or asset dispositions. Although we are currently not engaged in any negotiations with third parties with respect to a sale of the company or a significant portion of its assets, we believe that any future sale of the company or asset dispositions by the company will mainly attract interest from European buyers. For these investors, purchasing the shares of a Delaware corporation whose assets are entirely located in Europe or acquiring such assets from a Delaware corporation may not be efficient from a legal or tax perspective. HTCC Delaware, as a U.S. corporation, is subject to the full U.S. tax regime. A foreign buyer of HTCC Delaware may incur U.S. withholding tax on dividends paid by HTCC Delaware, which may prevent such buyer from efficiently structuring its acquisition of the company and the financing thereof.

Reduction of SEC reporting requirements and related expenses because the company would become a foreign private issuer.

Potential increased competitiveness regarding European acquisition opportunities, because Invitel Denmark ordinary shares may be a more attractive consideration than shares of common stock of a Delaware corporation.

Simplification and rationalization of the company s tax position and increased efficiency by reorganizing the company in a jurisdiction outside the United States at a time when we believe this should not result in a significant U.S. tax cost to the company. All of our operating income is generated outside the United States and is subject to the primary taxing jurisdiction of the countries in Central and South Eastern Europe in which those operations take place. However, as a U.S. corporation, HTCC Delaware is subject to the full U.S. tax regime, potentially causing incremental U.S. tax on distributions of earnings from its foreign subsidiaries. In addition, internal group restructurings may generate U.S. tax even if no economic gain is recognized by the company. As a result of our review of the company s strategic alternatives, we believe that most prospective investors in the company or its assets will perceive the potential future U.S. tax burden (or the cost of structuring their investment in order to minimize such tax burden) as inefficient, which may prevent us from taking advantage of certain strategic or other business opportunities in the future. Although the Danish and Hungarian tax regimes have some counterparts to these U.S. tax provisions, we believe those regimes are better suited to the current and prospective operations of the company and prospective investors in the company or its assets. In particular, with a U.S. corporation as the direct or indirect parent of the foreign subsidiaries, we must consider whether each possible restructuring, borrowing, or foreign tax minimization option may result in taxable income and incremental tax cost at the U.S. parent level. By contrast, Denmark and Hungary have exemption systems for foreign subsidiary earnings and gains on foreign subsidiary shares. Therefore, we believe that reincorporating HTCC Delaware in Denmark will allow more flexibility in pursuing strategies to maximize shareholder value with less concern for potential adverse tax consequences at the level of Invitel Denmark.

We believe these benefits should enhance stockholder value. However, we cannot predict what impact, if any, the reorganization will have in the long-term in light of the fact that the achievement of our objectives depends on many things, including our ability to react to any changes in the tax laws and treaties of the various jurisdictions where we operate.

In addition to the potential benefits described above, the reorganization will expose you to some risks. Please see the discussion under Risk Factors Risks Relating to the Reorganization on page 19. At a meeting on November 27, 2008, the board of HTCC Delaware noted potential disadvantages with respect to the reorganization. In particular, the board considered certain differences between Delaware and Danish corporate law that may affect the rights of shareholders. Under Danish law certain corporate transactions, such as a sale of all shares in the company by way of a merger, require the approval of at least two thirds of votes cast as well as two thirds of the share capital represented at the shareholders meeting. By contrast, a merger under Delaware law would only require a simple majority of shareholder votes. The board concluded, however, that, while an increased voting threshold for the sale of the company by way of a merger could limit its negotiation flexibility, it would also enhance the powers of minority shareholders. For a discussion of the differences between Delaware and Danish corporate law and the organizational documents of HTCC Delaware and Invitel Denmark, please see Comparison of Rights of Stockholders/Shareholders on page 164. The board also considered the reporting requirements of Invitel Denmark as a foreign private issuer. In particular, Invitel Denmark will not be required to file quarterly financial statements on Form 10-Q under the Exchange Act, will be exempt from the SEC s proxy rules, which impose certain disclosure and procedural requirements for proxy solicitations and will not be required to comply with Regulation FD, which addresses certain restrictions on the selective disclosure of material information. However, Invitel Denmark will file an annual report on Form 20-F, and will be subject to the mandates of the Sarbanes-Oxley Act applicable to foreign private issuers as well as the disclosure requirements of NYSE Alternext. See Invitel Denmark will be a Foreign Private Issuer on page 139. After discussing the potential tax liability the company could incur as a result of the reorganization, the board concluded that these risks were not material. See Risks Relating to the Reorganization on page 19. The board of directors has determined that the potential advantages of the reorganization substantially outweigh these risks and differences. Accordingly, the board of HTCC Delaware has unanimously approved the agreement and plan of merger, declared it advisable and in the best interest of all of HTCC Delaware s stockholders, and recommends that stockholders vote FOR its adoption. However, no assurances can be given that the anticipated benefits of the reorganization will be realized.

**Reason for the Reincorporation of HTCC Delaware in Denmark**

Under the U.S. federal income tax regime, reincorporating HTCC Delaware in a jurisdiction where the HTCC expanded affiliated group (which, for these purposes, should include the ultimate parent company of HTCC Delaware and all of that parent company s subsidiaries) does not have substantial business activities, would result in HTCC Delaware s successor corporation continuing to be taxed as a U.S. corporation, despite the reorganization. TDC A/S is a Danish corporation that owns more than 50% of HTCC Delaware common stock, with the result that the HTCC expanded affiliated group should include TDC and all of TDC s subsidiaries. Reincorporating HTCC Delaware in Denmark, where TDC has substantial business activities, should avoid the adverse United States federal income tax consequences mentioned above, because the HTCC expanded affiliated group should be considered to have substantial business activities in Denmark. See Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences United States Federal Income Tax Consequences of the Reorganization Tax Consequences to HTCC Delaware and Invitel Denmark Section 7874 Inversion Rules on page 142.

**The Merger Agreement**

HTCC Delaware, MergeCo and Invitel Denmark have entered into the merger agreement, which is the legal document that governs the reorganization. We recommend that you read carefully the merger agreement in its entirety for the precise legal terms of the reorganization and other information that may be important to you. The merger agreement is included in this proxy statement/prospectus as Annex A and is incorporated in this document by reference.

***Conditions to Consummation of the Reorganization***

The reorganization will not be completed unless, among other things, the following conditions are satisfied or, if allowed by law, waived:

- the merger agreement is adopted by the affirmative vote of holders of a majority of the shares of HTCC Delaware common stock outstanding on the record date;

- each holder of a Preferred Share shall have delivered to HTCC Delaware a duly executed written waiver of such holder s appraisal rights and any other rights under Section 262 of the DGCL in connection with the transactions contemplated by this Agreement;

all necessary waivers under our senior credit facilities agreement dated August 6, 2004 as amended and restated and our bridge loan agreement dated March 3, 2008 have been obtained;

the registration statement of which this proxy statement/prospectus is a part is declared effective by the SEC, and no stop order is in effect;

the Invitel Denmark ADSs to be issued pursuant to the merger are approved for listing on the NYSE Alternext (the same exchange on which HTCC Delaware common stock currently trades), subject to official notice of issuance;

none of the parties to the merger agreement is subject to any governmental decree, order or injunction that prohibits the consummation of any of the steps in the reorganization;

all filings required by any governmental or regulatory agency are made;

all consents and approvals required by any governmental or regulatory agency and all other material third-party consents are received; and

the closing of the merger takes place at such place and time, after February 2, 2009, as shall be agreed by the parties.

We are not aware of any regulatory requirements or approvals (other than those under the U.S. federal securities laws) that must be complied with or obtained in connection with the consummation of the reorganization.

***Effective Time***

If the merger agreement is adopted by the requisite vote of our stockholders, the merger will become effective (subject to the satisfaction or waiver of the conditions to closing) upon the filing of a certificate of merger with the Secretary of State of the State of Delaware in accordance with Delaware law. If the merger agreement is adopted, HTCC Delaware expects to file the certificate of merger and have the merger become effective promptly following the special meeting.

In the event the conditions to the merger are not satisfied, the merger may be abandoned or delayed even after the merger agreement has been adopted by our stockholders. In addition, the merger may be abandoned or delayed for any reason by the board of HTCC Delaware at any time prior to its becoming effective, even though the merger agreement has been adopted by our stockholders and all conditions to the merger have been satisfied.

***Amendment or Termination***

The merger agreement may be amended, modified or supplemented at any time before or after its adoption by our stockholders. However, after adoption, no amendment, modification or supplement may be made or effected that does any of the following:

alters or changes the amount or kind of shares to be received by stockholders in the merger;

alters or changes any term of the limited liability company agreement of the surviving corporation, MergeCo; or alters or changes any other terms and conditions of the merger agreement if any of the alterations or changes would adversely affect the holders of HTCC Delaware common stock.

The board of HTCC Delaware may terminate the merger agreement and abandon the merger at any time prior to its effectiveness.

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**Automatic Conversion**

At the effective time of the merger, each share of HTCC Delaware common stock outstanding immediately prior to the effective time will automatically be converted by operation of law into the right to receive one Invitel Denmark ADS representing one ordinary share of Invitel Denmark, provided that you may elect to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs.

**Share Election; Exchange of Shares**

Prior to the merger, an exchange agent will be appointed by HTCC Delaware and Invitel Denmark for the purpose of exchanging HTCC Delaware common stock for, as applicable, Invitel Denmark ADSs or Invitel Denmark ordinary shares. The exchange agent will mail to each holder of record of HTCC Delaware common stock a letter of transmittal for use in effecting delivery of certificates representing these shares to the exchange agent. The letter of transmittal will enable each holder of HTCC Delaware common stock to make an election to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs. If a holder of HTCC Delaware common stock does not make an election, the holder will automatically receive one Invitel Denmark ADS for each share of HTCC Delaware common stock. If a holder of HTCC Delaware common stock elects to receive Invitel Denmark ordinary shares, the holder will receive the Invitel Denmark ordinary shares in dematerialized form, subject to compliance with the requirements described below.

Invitel Denmark will issue its ordinary shares through the Danish central securities depository, VP Securities Service (Værdipapircentralen A/S). In order to receive ordinary shares of Invitel Denmark, you will have to appoint a bank, broker or other nominee who is a clearing member of VP Securities Service or who has an agreement with a clearing member of VP Securities Service, and establish an account with VP Securities Service through such bank, broker or other nominee. You must follow the instructions of your bank, broker or other nominees in order to receive Invitel Denmark ordinary shares.

Invitel Denmark intends to appoint Danske Bank A/S, Corporate Actions, Holmens Kanal 2-12, DK-1092 Copenhagen K, Denmark, telephone number +45 33 44 00 00, as its depositary for the purposes of issuing ordinary shares through VP Securities Service. Under an agreement to be entered into between Invitel Denmark and Danske Bank A/S, Invitel Denmark s shareholders will be able, at Invitel Denmark s expense, (i) to have their ordinary shares registered and held in safe keeping with Danske Bank A/S and (ii) to receive notification of dividends and an annual statement of account. Similar terms should be offered by all Danish credit institutions as a matter of market practice.

Upon surrender of a certificate representing HTCC Delaware common stock for cancellation to the exchange agent together with a duly executed letter of transmittal, the holder will be entitled to receive in exchange the whole number of Invitel Denmark ADSs or Invitel Denmark ordinary shares that the HTCC Delaware stockholder has the right to receive pursuant to the merger agreement. If you surrender a HTCC Delaware stock certificate and request the new Invitel Denmark securities, to be issued in a name other than the one appearing on the surrendered certificate, you must endorse the stock certificate or otherwise prepare it to be in proper form for transfer.

HTCC Delaware certificates that are surrendered will be cancelled. No interest will be paid or accrued on any amount payable upon surrender of stock certificates. No holder of unsurrendered certificates will receive any dividends or other distributions with respect to Invitel Denmark ADSs or Invitel Denmark ordinary shares to which the holder is entitled under the merger agreement, or be entitled to vote such Invitel Denmark ordinary shares, until the HTCC Delaware certificate registered to the holder is surrendered to the exchange agent.

YOU SHOULD NOT SEND YOUR HTCC DELAWARE STOCK CERTIFICATES TO THE EXCHANGE AGENT UNTIL YOU HAVE RECEIVED TRANSMITTAL MATERIALS FROM THE EXCHANGE AGENT. DO NOT RETURN HTCC DELAWARE STOCK CERTIFICATES WITH THE ENCLOSED PROXY.

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**Management of Invitel Denmark**

Invitel Denmark has a board of directors consisting of 7 members and a management consisting of 2 members. All the directors of HTCC Delaware are members of the board of directors of Invitel Denmark. The board of directors and the management of Invitel Denmark are constituted as follows:

| | |
|---|---|
| Board of directors: | Henrik Scheinemann (Chairman), Ole Steen Andersen, Carsten Dyrup Revsbech, Robert R. Dogonowski, Peter Feiner, Jens Due Olsen and Morten Bull Nielsen; |
| Management: | Martin Lea and Robert Bowker. |

The board of directors is appointed until the annual General Meeting in 2009 at which time their appointment may be renewed by the shareholders with a simple majority of votes. The management is employed with the company for an indefinite term but their employment may be terminated by the board of directors in accordance with the management service contracts.

The board of directors and the management are in charge of managing the affairs of Invitel Denmark. The board of directors lays down directions for the management s day-to-day management of Invitel Denmark. The day-to-day management does not include transactions of an extraordinary or unusual nature or significance.

The board of directors will establish an audit committee which, among other responsibilities, supervises the preparation of the company s annual report, reviews the internal control systems, reviews the audit of the annual report and evaluates the independence of the auditor.

**Required Vote for the Reorganization**

The merger requires the affirmative vote of a majority of HTCC Delaware outstanding common stock, including the common stock owned by TDC. On February 2, 2009, TDC owned 10,499,782 shares of HTCC Delaware common stock, representing approximately 63.9% of the outstanding HTCC Delaware common stock on that date. TDC has informed us that it intends to vote its shares of HTCC Delaware outstanding common stock in favor of the adoption of the agreement and plan of merger. TDC owns sufficient shares of HTCC Delaware common stock to approve the adoption of the agreement and plan of merger and, therefore, no action by any other stockholder of HTCC is required for the merger and reorganization to be completed.

HTCC Delaware s common stock is currently traded on the NYSE Alternext stock exchange under the symbol HTC.

Under the rules of the NYSE Alternext, brokers who hold shares in street name for customers have the authority to vote on many routine proposals when they have not received instructions from beneficial owners. Under these rules, brokers are precluded from exercising their voting discretion with respect to proposals for non-routine matters like the merger. THUS, ABSENT SPECIFIC INSTRUCTIONS FROM YOU, YOUR BROKER IS NOT EMPOWERED TO VOTE YOUR SHARES WITH RESPECT TO THE ADOPTION OF THE MERGER AGREEMENT (I.E., BROKER NON-VOTES ). Since the affirmative vote of holders of a majority of the shares of HTCC Delaware common stock is required for adoption of the merger agreement, A BROKER NON-VOTE WILL HAVE THE SAME EFFECT AS A VOTE AGAINST THE ADOPTION OF THE MERGER AGREEMENT.

As of February 2, 2009, there were 16,425,733 shares of HTCC Delaware common stock outstanding and entitled to vote. As of the record date, our directors and executive officers owned or are entitled to vote, in the aggregate, approximately 962,160 shares of HTCC Delaware common stock, which represents approximately 6% of the outstanding HTCC Delaware common stock.

**No Rights of Dissenting Stockholders**

Under Delaware law, you will not have dissenters or appraisal rights in connection with the merger or the reorganization because, among other reasons, HTCC Delaware common stock is listed on the NYSE Alternext and, following the effective time of the merger, we intend to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange.

**Dividends**

Our credit facilities and indentures limit our ability to pay dividends. It is our current policy to retain earnings, if any, to finance the development and growth of our businesses. Accordingly, the board of HTCC Delaware does not anticipate that cash dividends will be paid on HTCC Delaware common stock in the foreseeable future. When the merger agreement is adopted and the reorganization is completed, Invitel Denmark anticipates that it will not pay any dividends on its ordinary shares for the foreseeable future. For more information see  Market for HTCC Delaware Common Stock, Dividend Policy and other Matters  on page 41.

**Stock Compensation Plans**

When the reorganization is completed, unless agreed otherwise with each optionholder, we expect to amend and revise our employee and director stock option and other stock-based plans and arrangements to (1) provide that Invitel Denmark will continue the sponsorship of the existing awards under employee and director stock-based plans and arrangements, (2) provide that Invitel Denmark ordinary shares will be issued upon the exercise of any options under the plans and arrangements, and (3) otherwise appropriately reflect (x) the substitution of HTCC Delaware common stock for a number of ordinary shares of Invitel Denmark and (y) an exercise price per share, in each case, sufficient to retain the current intrinsic value of the outstanding options.

**Severance and Employment Arrangements of Officers and Directors**

On December 23, 2008, the CEO Service Agreement with respect to the services of Martin Lea was amended. In particular, the provisions relating to a special one-time lump sum bonus payment in the event of a sale of the company or a sale of all or substantially all of its assets (a  Trigger Event ) have been amended as summarized below. If a Trigger Event occurs and the per share consideration, determined on a fully diluted basis, to be received by the holders of the shares of the company s Common Stock (the  Per Share Consideration ) is at least $14.69, the company shall be required to pay a bonus under the CEO Service Agreement (the  Trigger Event Bonus ). The Trigger Event Bonus shall be calculated as follows: (a) 39.47% of $4 million (that is, $1,578,800), plus (b) 39.47% of 10% of the increase in the equity value of the company implied by the increase in the Per Share Consideration over $14.69, but not less than zero, plus (c) 39.47% of $3,200,000 if the Per Share Consideration equals or exceeds $17, plus (d) 39.47% of $2,200,000 if the Per Share Consideration equals or exceeds $18. For this purpose, the implied increase in the equity value is determined by multiplying the Per Share Consideration by the total number of shares of the company s Common Stock outstanding, on a fully-diluted basis, on the date of the Trigger Event, and subtracting from the result the amount calculated by multiplying $14.69 by the total number of shares of the company s Common Stock outstanding, on a fully-diluted basis, on April 27, 2007. If the company achieves at least the minimum target equity value for the company s common stockholders upon the occurrence of a Trigger Event, the company will be obligated to pay a minimum bonus of $1,578,800.

The amendment to the CEO Service Agreement further states that, in the event of a transaction or series of transactions resulting in the sale by the company and/or its subsidiaries of a material portion of their collective assets or business that does not constitute a Trigger Event, the company shall be required to pay a bonus in an amount equal to the Trigger Event Bonus that would be payable if the Per Share Consideration was $17 if (i) the company terminates the CEO Service Agreement because it considers it no longer necessary or desirable or (ii) Vision 10 Limited terminates the CEO Service Agreement because the company has not offered to Vision 10

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Limited an equivalent position. The company does not expect that such termination will occur because the services of the CEO are expected to continue to be necessary and desirable following a sale of a material portion of the collective assets or business of the company and its subsidiaries.

The CEO Service Agreement has also been amended to provide for a special one-time lump sum bonus in the amount of  250,000, conditioned upon, and paid following the successful completion of a refinancing of the company s obligations under the bridge loan agreement with Merrill Lynch and BNP Paribas, dated March 3, 2008.

On December 23, 2008, the CFO Service Agreement with respect to the services of Robert Bowker was amended.

The Trigger Event Bonus with respect to the services of Mr. Bowker shall be calculated as follows: (a) 24.27% of $4 million (that is $970,800), plus (b) 24.27% of 10% of the increase in the equity value of the company implied by the increase in the Per Share Consideration over $14.69, but not less than zero, plus (c) 24.27% of $3,200,000 if the Per Share Consideration equals or exceeds $17, plus (d) 24.27% of $2,200,000 if the Per Share Consideration equals or exceeds $18. For this purpose, the implied increase in equity value shall be determined in the same manner as under the CEO Service Agreement. If the company achieves at the least the minimum target equity value for the company s common stockholders upon the occurrence of a Trigger Event, the company will be obligated to pay a minimum bonus of $970,800.

The amendment to the CFO Service Agreement further states that, in the event of a transaction or series of transactions resulting in the sale by the company and/or its subsidiaries of a material portion of their collective assets or business that does not constitute a Trigger Event, the company shall be required to pay a bonus in an amount equal to the Trigger Event Bonus that would be payable if the Per Share Consideration was $17 if (i) the company terminates the CFO Service Agreement because it considers it no longer necessary or desirable or (ii) Rob Investments Limited terminates the CFO Service Agreement because the company has not offered to Rob Investments Limited an equivalent position. The company does not expect that such termination will occur because the services of the CFO are expected to continue to be necessary and desirable following a sale of a material portion of the collective assets or business of the company and its subsidiaries.

The CFO Service Agreement has also been amended to provide for a special one-time lump sum bonus in the amount of  250,000, conditioned upon, and paid following the successful completion of a refinancing of the company s obligations under our bridge loan agreement with Merrill Lynch and BNP Paribas, dated March 3, 2008.

The company has agreed to award Peter T. Noone, HTCC Delaware s General Counsel and Secretary, a discretionary cash bonus in the amount of $100,000, which bonus is contingent upon, and payable following, the completion of the reorganization. The company has also agreed to provide Mr. Noone with a loyalty/retention bonus in the amount of $100,000. In addition, the company has amended Mr. Noone s employment agreement to increase the severance benefits by 25%.

**Stock Exchange Listing; Recent Stock Prices**

We intend to apply to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange under the symbol  IHO , effective upon the merger. NYSE Alternext is the stock exchange on which the common stock of HTCC Delaware is currently listed. We may consider seeking a listing of Invitel Denmark ordinary shares on a stock exchange in Europe, where the HTCC group s operating businesses are located, at some future time. We may also seek a dual listing. In addition, we may in the future seek a delisting of the Invitel Denmark ADSs from NYSE Alternext or a deregistration from the U.S. Securities Exchange Act of 1934, if and when permitted under applicable laws and regulations.

On November 26, 2008, the last trading day before the public announcement of the reorganization, the closing price per HTCC Delaware share on the NYSE Alternext was $8.95, and the high and low sales prices were $8.95 and $8.35. On January 29, 2009, the closing price per HTCC Delaware share on the NYSE Alternext was $7.43.

**Accounting Treatment of the Reorganization**

The accounting for the reorganization of HTCC Delaware, MergeCo, and Invitel Denmark, which are all entities under common control, is addressed by Statement of Financial Accounting Standards (FAS) No. 141. Pursuant to FAS No. 141, this reorganization will be accounted for at carryover bases at the date of transfer and as such, there will be no changes in the historical consolidated carrying amounts of assets, liabilities and stockholders equity (deficit).

**Credit Facilities**

As a result of the merger, we may fail to comply with certain covenants contained in our senior credit facilities agreement, dated as of August 6, 2004 as amended and restated with BNP Paribas, Credit Suisse First Boston and certain other lenders. In particular, the merger may be considered a change in control under this facility. If the merger were considered a change of control thereunder, in the absence of a waiver from our lenders, it would constitute a default. For more details about our senior credit facilities agreement, see HTCC Delaware Management Discussion and Analysis of Financial Condition and Result of Operations Liquidity and Capital Resources The Amended Facilities Agreement on page 118.

We are in discussions with several financing sources to refinance our senior credit facilities agreement and our 100 million bridge loan agreement with BNP Paribas and Merrill Lynch, dated March 3, 2008, and intend to seek any required waivers permitting the merger as part of such refinancing. We do not currently believe that any waivers under our bridge loan agreement will be necessary to enable us to complete the merger. There can be no assurance regarding the outcome or the scope of these refinancing discussions. If we choose not to refinance our bridge loan or the market conditions make a refinancing prohibitive, we intend to convert the bridge loans to term loans maturing in 2016, which conversion is permitted, subject to certain conditions, pursuant to the bridge loan agreement. For more information about our on-going discussions regarding a refinancing, see Indicative Terms of 2009 Refinancing on page 123.

In the absence of any required waivers described above or a refinancing that includes such waivers, we may reconsider or abandon the implementation of the company s reorganization.

**Invitel Denmark will be a Foreign Private Issuer**

Following completion of the merger, Invitel Denmark will be deemed to be a foreign private issuer under the rules and regulations of the SEC. We will remain subject to the mandates of the Sarbanes-Oxley Act and, as long as the Invitel Denmark ADSs are listed on NYSE Alternext, the governance and disclosure rules of that stock exchange. As a foreign private issuer, however, Invitel Denmark will be exempt from certain rules under the Exchange Act that would otherwise apply if Invitel Denmark were a company incorporated in the United States, including:

- the requirement to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies with securities registered under the Exchange Act;

- the requirement to file financial statements prepared in accordance with U.S. GAAP;

- the proxy rules, which impose certain disclosure and procedural requirements for proxy solicitations; and

- the requirement to comply with Regulation FD, which imposes certain restrictions on the selective disclosure of material information.

In addition, Invitel Denmark s officers, directors and principal shareholders will be exempt from the reporting and short-swing profit recovery provisions of Section 16 of the Exchange Act and the related rules with respect to their purchases and sales of Invitel Denmark securities. Accordingly, after the completion of the merger, if you hold Invitel Denmark securities, you may receive less information about HTCC than you currently receive and be afforded less protection under the United States federal securities laws than you are entitled to currently.

If Invitel Denmark loses its status as a foreign private issuer that is exempt from such SEC reporting obligations at some future time, then it will no longer be exempt from such rules and, among other things, will be required to file periodic reports and financial statements as if it were a company incorporated in the United States. The costs incurred in fulfilling these additional regulatory requirements could be substantial.

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## MATERIAL INCOME TAX CONSEQUENCES OF THE REORGANIZATION

### Material United States Federal Income Tax Consequences

Except as otherwise specifically noted, the following discussion, to the extent it states matters of law or legal conclusions with respect thereto and subject to the qualifications herein, constitutes the opinion of Simpson Thacher & Bartlett LLP, our special U.S. tax counsel, on the material United States federal income tax consequences to HTCC Delaware, Invitel Denmark and U.S. Holders (as defined below) of (i) the reorganization of HTCC Delaware and (ii) in the case of U.S. Holders, the ownership of Invitel Denmark ordinary shares or Invitel Denmark ADSs as of the date hereof. The discussion set forth below is applicable to U.S. Holders (i) who are residents of the United States for purposes of the current income tax treaty between the United States and Hungary (the Treaty ), (ii) whose Invitel Denmark ordinary shares or Invitel Denmark ADSs are not, for purposes of the Treaty, effectively connected with a permanent establishment in Hungary and (iii) who otherwise qualify for the full benefits of the Treaty. This discussion deals only with HTCC Delaware common stock, Invitel Denmark ordinary shares or Invitel Denmark ADSs held as capital assets.

For purposes of this discussion, the term U.S. Holder means a holder of HTCC Delaware common stock, Invitel Denmark ordinary shares or Invitel Denmark ADSs that is for United States federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source;
- a trust if it (i) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (ii) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary does not represent a detailed description of the United States federal income tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws, including if you are:

- a financial institution;
- a tax-exempt organization;
- a regulated investment company;
- a real estate investment trust;
- a partnership or other pass-through entity for United States federal income tax purposes;
- an insurance company;

a mutual fund;

a dealer in securities or foreign currencies;

a trader in securities that has elected the mark-to-market method of accounting for your securities;

a person liable for alternative minimum tax;

a person who owns or is deemed to own 10% or more of HTCC Delaware common stock, Invitel Denmark ADSs or Invitel Denmark ordinary shares;

- a stockholder of HTCC Delaware common stock who received such HTCC Delaware common stock through the exercise of employee stock options or through a tax-qualified retirement plan;
- a person whose functional currency is not the United States dollar;
- a holder of options granted under any HTCC Delaware benefit plan; or
- a person holding shares of HTCC Delaware common stock, Invitel Denmark ADSs or Invitel Denmark ordinary shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle.

The discussion below is based upon the provisions of the Internal Revenue Code of 1986, as amended (the Code ), the regulations of the United States Treasury Department and court and administrative rulings and judicial decisions in effect as of the date hereof, and such authorities may be replaced, revoked or modified, possibly retroactively, so as to result in United States federal income tax consequences different from those discussed below. In addition, this summary is based, in part, upon representations made by the depositary to us and assumes that the deposit agreement, and all other related agreements, will be performed in accordance with their terms.

If a partnership holds HTCC Delaware common stock, Invitel Denmark ordinary shares or Invitel Denmark ADSs, the tax treatment of a partner will depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding HTCC Delaware common stock, Invitel Denmark ordinary shares or Invitel Denmark ADSs, you should consult your tax advisors.

This discussion does not contain a detailed description of all the United States federal income tax consequences to you in light of your particular circumstances and does not address the effects of any state, local or non-United States tax laws. **You should consult your own tax advisors concerning the United States federal income tax consequences to you in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction.**

The United States Treasury Department has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits for United States holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the analysis of the creditability of Hungarian taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below, could be affected by actions taken by intermediaries in the chain of ownership between the holder of an Invitel Denmark ADS and our company.

**United States Federal Income Tax Consequences of the Reorganization**

***Tax Consequences to HTCC Delaware and Invitel Denmark***

*Section 7874 Inversion Rules*

Under Section 7874 of the Code, a foreign corporation will be treated as a United States corporation for United States federal income tax purposes if:

- the foreign corporation acquires substantially all of the properties held directly or indirectly by a United States corporation;
- after the acquisition, at least 80% of the stock (by vote or value) of such foreign corporation is held by former shareholders of the United States corporation by reason of holding stock in such United States corporation; and

after the acquisition, the expanded affiliated group ( EAG ) which includes such foreign corporation does not have substantial business activities in the foreign country in which, or under the laws of which, such foreign corporation is created or organized, when compared to the total business activities of such EAG.

For these purposes, an EAG is a group of corporations comprising (i) a parent corporation and (ii) each other corporation, more than 50 percent of the stock of which (measured by vote and value) is owned, in the aggregate, by the parent corporation or by other corporations in the group. Under the applicable United States Treasury regulations, the determination as to whether an EAG has substantial business activities in the relevant jurisdiction (i.e., whether it meets the substantial business test ) is made on the basis of all of the facts and circumstances. However, the United States Treasury regulations also provide a safe harbor (the 10% Safe Harbor ) under which the EAG will be considered to meet the substantial business test if:

after the acquisition, employees of the group based in the foreign country account for at least 10% (by headcount and compensation) of total group employees;

after the acquisition, the total value of the group assets located in the foreign country is equal to at least 10% of the total value of all group assets; and

during the 12-month period ending on the last day of the EAG s monthly or quarterly management accounting period in which the acquisition is completed, the group sales made in the foreign country accounted for at least 10% of the total group sales.

Pursuant to the reorganization, Invitel Denmark will acquire substantially all of the properties held directly or indirectly by HTCC Delaware, a United States corporation. After the reorganization, the former shareholders of HTCC Delaware will own at least 80% of Invitel Denmark stock by reason of holding HTCC Delaware common stock. Therefore, Invitel Denmark would be treated as a United States corporation for United States federal income tax purposes under Section 7874 of the Code, unless the EAG that includes Invitel Denmark meets the substantial business test. TDC, a Danish corporation, currently owns more than 50% of HTCC Delaware common stock and will own more than 50% of Invitel Denmark stock. Therefore, the substantial business test will be met if after the reorganization, the EAG, which should include TDC and all of its subsidiaries (including Invitel Denmark), has substantial business activities in Denmark (where Invitel Denmark is organized), when compared to the total business activities of such EAG. Although Invitel Denmark and its subsidiaries do not have substantial business activities in Denmark, the EAG comprising the wider TDC group should be considered to have substantial business activities there, compared to the total business activities of the EAG. As a result, Invitel Denmark believes that it should meet the 10% Safe Harbor, and that Invitel Denmark should not be treated as a United States corporation under Section 7874 of the Code.

The determination of whether the substantial business test is met is a factual determination made by the company, and there can be no assurance that the Internal Revenue Service will not challenge the position taken by Invitel Denmark. If the EAG that includes Invitel Denmark and TDC is determined to not have substantial business activities in Denmark and is treated as a United States corporation under Section 7874 of the Code, Invitel Denmark will be subject to United States federal income taxation on its worldwide income even after the reorganization and could be subject to penalties for failure to file United States tax returns, late fees and interest charges on taxes that are past due. The remainder of this discussion assumes that Invitel Denmark will not be treated as a United States corporation under Section 7874 of the Code.

*Tax Treatment of the Reorganization*

The reorganization should be treated, for United States federal income tax purposes, as: (i) a transfer of assets by HTCC Delaware to Invitel Denmark in exchange for Invitel Denmark stock and the assumption by Invitel Denmark of HTCC Delaware s liabilities, (ii) a distribution of Invitel Denmark stock by HTCC Delaware to HTCC Delaware stockholders, and (iii) an exchange by HTCC Delaware stockholders of HTCC Delaware common stock for Invitel Denmark stock. HTCC Delaware should recognize a gain (but not loss) on the deemed transfer of its assets to Invitel Denmark in an amount equal to the excess of the fair market value of its assets over HTCC Delaware s adjusted tax basis in such assets. The management of HTCC Delaware does not believe that the amount of any such gain would exceed the amount of net operating losses available to offset it.

There can be no assurance that the Internal Revenue Service will accept HTCC Delaware s determination of the value of its assets or net operating losses. Should the Internal Revenue Service disagree with the valuation of HTCC Delaware s assets and successfully challenge the valuation, HTCC Delaware would recognize a taxable gain in an amount equal to the excess, if any, of the fair market value of its assets as determined by the Internal Revenue Service over HTCC Delaware s adjusted tax basis in such assets. It is possible, on any such reassessment by the Internal Revenue Service, that the tax liability to HTCC Delaware could be significant.

***Tax Consequences to HTCC Delaware Stockholders***

You should not recognize gain or loss when you exchange your shares of HTCC Delaware common stock solely for Invitel Denmark ADSs or Invitel Denmark ordinary shares. Your aggregate tax basis in the Invitel Denmark ADSs or Invitel Denmark ordinary shares that you receive in the reorganization should equal your aggregate tax basis in the shares of HTCC Delaware common stock that you surrender. Your holding period for Invitel Denmark ADSs or Invitel Denmark ordinary shares that you receive in the reorganization should include your holding period for the shares of HTCC Delaware common stock that you surrender in the exchange. If you acquired different blocks of HTCC Delaware common stock at different times and at different prices, your tax basis and holding period in your Invitel Denmark ADSs or Invitel Denmark ordinary shares may be determined with reference to each block of HTCC Delaware common stock.

HTCC Delaware and Invitel Denmark have not and will not seek any ruling from the Internal Revenue Service regarding any matters relating to the reorganization, and as a result, there can be no assurance that the Internal Revenue Service will not disagree with or challenge any of the conclusions described herein.

*Reporting Requirement*

HTCC Delaware stockholders who receive Invitel Denmark ADSs or Invitel Denmark ordinary shares pursuant to the reorganization will be required to retain records pertaining to the reorganization. Each HTCC Delaware stockholder who is required to file a United States tax return and who is a significant holder that receives Invitel Denmark ADSs or Invitel Denmark ordinary shares pursuant to the reorganization will be required to file a statement with the stockholder s United States federal income tax return setting forth such stockholder s basis in HTCC Delaware common stock surrendered and certain facts relating to the reorganization. A significant holder is a HTCC Delaware stockholder, who, immediately before the reorganization, owned at least 5 percent (by vote or value) of outstanding HTCC Delaware common stock or an HTCC Delaware stockholder whose basis in such stock was equal to or greater than $1,000,000.

**Invitel Denmark ADSs and Invitel Denmark Ordinary Shares**

***Invitel Denmark ADSs***

If you hold Invitel Denmark ADSs, for United States federal income tax purposes, you generally will be treated as the owner of the underlying Invitel Denmark ordinary shares that are represented by such Invitel Denmark ADSs. Accordingly, deposits or withdrawals of Invitel Denmark ordinary shares for Invitel Denmark ADSs will not be subject to United States federal income tax.

***Taxation of Dividends***

The gross amount of distributions on the Invitel Denmark ADSs or Invitel Denmark ordinary shares (including amounts withheld to reflect Hungarian withholding taxes, if any) will be taxable as dividends, to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Such income (including withheld taxes) will be includable in your gross income as ordinary income on the day actually or constructively received by you, in the case of the Invitel Denmark ordinary shares, or by the depositary, in the case of Invitel Denmark ADSs. Such dividends will not be eligible for the dividends received deduction allowed to corporations under the Code.

With respect to non-corporate United States investors, certain dividends received in taxable years beginning before January 1, 2011 from a qualified foreign corporation may be subject to reduced rates of taxation. A foreign corporation is treated as a qualified foreign corporation with respect to dividends received from that corporation if either (i) its shares (or ADSs backed by such shares) are readily tradable on an established securities market in the United States or (ii) it is eligible for the benefits of a comprehensive income tax treaty with the United States which the United States Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information provision. The United States Treasury Department has determined that the Treaty meets these requirements, and we believe we are eligible for the benefits of the Treaty. If we are eligible for such benefits, dividends we pay on Invitel Denmark ordinary shares, regardless of whether such shares are represented by Invitel Denmark ADSs, would be subject to the reduced rates of taxation. In addition, United States Treasury Department guidance indicates that Invitel Denmark ADSs (which we intend to list on the NYSE Alternext), but not Invitel Denmark ordinary shares, should be treated as readily tradable on an established securities market in the United States. There can be no assurance that Invitel Denmark ADSs will be considered readily tradable on an established securities market in later years. Non-corporate holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as investment income pursuant to Section 163(d)(4) of the Code will not be eligible for the reduced rates of taxation regardless of our status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. **You should consult your own tax advisors regarding the application of these rules given your particular circumstances.**

The amount of any dividend paid in foreign currency will equal the United States dollar value of the foreign currency received calculated by reference to the exchange rate in effect on the date the dividend is received by you, in the case of Invitel Denmark ordinary shares, or by the depositary, in the case of Invitel Denmark ADSs, regardless of whether the foreign currency is converted into United States dollars. If the foreign currency received as a dividend is converted into United States dollars on the date they are received, you will not be required to recognize foreign currency gain or loss in respect of the dividend income. If the foreign currency received as a dividend is not converted into United States dollars on the date of receipt, you will have a basis in the foreign currency equal to their United States dollar value on the date of receipt. Any gain or loss realized on a subsequent conversion or other disposition of the foreign currency will be treated as United States source ordinary income or loss.

The maximum rate of withholding tax on dividends, if any, paid to you pursuant to the Treaty is 15 percent. You may be required to properly demonstrate to the company and the Hungarian tax authorities your entitlement to the reduced rate of withholding under the Treaty. Subject to certain conditions and limitations, Hungarian withholding taxes on dividends, if any, may be treated as foreign taxes eligible for credit against your United States federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid on the Invitel Denmark ADSs or Invitel Denmark ordinary shares will be treated as income from sources outside the United States and will generally constitute passive category income. Further, in certain circumstances, if you have held Invitel Denmark ADSs or Invitel Denmark ordinary shares for less than a specified minimum period during which you are not protected from risk of loss, or are obligated to make payments related to the dividends, you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on Invitel Denmark ADSs or Invitel Denmark ordinary shares. The rules governing the foreign tax credit are complex. **You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.**

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To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits for a taxable year, as determined under United States federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the Invitel Denmark ADSs or Invitel Denmark ordinary shares (thereby increasing the amount of gain, or decreasing the amount of loss, to be recognized by you on a subsequent disposition of the Invitel Denmark ADSs or Invitel Denmark ordinary shares), and the balance in excess of adjusted basis will be taxed as capital gain recognized on a sale or exchange. Consequently, such distributions in excess of our current and accumulated earnings and profits would not give rise to foreign source income and you would not be able to use the foreign tax credit arising from any Hungarian withholding tax, if any, imposed on such distributions unless such credit can be applied (subject to applicable limitations) against United States federal income tax due on other foreign source income in the appropriate category for foreign tax credit purposes. However, we do not expect to keep track of earnings and profits in accordance with United States federal income tax principles. Therefore, you should expect that a distribution will generally be treated as a dividend (as discussed above).

***Passive Foreign Investment Company***

We believe that Invitel Denmark should not be, for United States federal income tax purposes, a passive foreign investment company (a PFIC ), and we expect to operate in such a manner that Invitel Denmark should not become a PFIC. Because PFIC status is a factual determination for each taxable year that cannot be made until after the close of the taxable year, Simpson Thacher & Bartlett LLP, our special U.S. tax counsel, expresses no opinion with respect to our PFIC status and also expresses no opinion with respect to our expectations contained in this paragraph. If Invitel Denmark becomes a PFIC, you could be subject to additional United States federal income taxes on gain recognized with respect to Invitel Denmark ADSs or Invitel Denmark ordinary shares and on certain distributions, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules. Non-corporate U.S. Holders will not be eligible for reduced rates of taxation on any dividends received from us in taxable years beginning prior to January 1, 2011, if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year.

***Taxation of Capital Gains***

For United States federal income tax purposes, you will recognize taxable gain or loss on any sale or exchange of Invitel Denmark ADSs or Invitel Denmark ordinary shares in an amount equal to the difference between the amount realized for the Invitel Denmark ADSs or Invitel Denmark ordinary shares upon such sale or exchange and your tax basis in the Invitel Denmark ADSs or Invitel Denmark ordinary shares. Such gain or loss will be capital gain or loss. Capital gains of individuals derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by you will generally be treated as United States source gain or loss.

***Information reporting and backup withholding***

Information reporting will apply to dividends in respect of Invitel Denmark ADSs or Invitel Denmark ordinary shares and the proceeds from the sale, exchange or redemption of Invitel Denmark ADSs or Invitel Denmark ordinary shares that are paid to you within the United States (and in certain cases, outside the United States), unless you are an exempt recipient such as a corporation. A backup withholding tax may apply to such payments if you fail to provide a taxpayer identification number or certification of other exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your United States federal income tax liability provided the required information is furnished to the Internal Revenue Service.

**This discussion does not address tax consequences that may vary with, or are contingent on, individual circumstances. Moreover, it does not address any non-income tax or any foreign, state or local tax consequences of the reorganization. Tax matters are very complicated, and the tax consequences of the**

**reorganization to you will depend upon the facts of your particular situation. Accordingly, we strongly urge you to consult with a tax advisor to determine the particular federal, state, local or foreign income or other tax consequences to you of the reorganization.**

**Material Danish Income Tax Consequences to Stockholders**

The following discussion, to the extent it states matters of Danish law or legal conclusions, and subject to the qualifications and assumptions herein, constitutes the opinion of Kromann Reumert, our special Danish tax counsel, on the material Danish income tax consequences to HTCC Delaware stockholders of the reorganization of HTCC Delaware and the ownership of Invitel Denmark ordinary shares or Invitel Denmark ADSs as of the date hereof. The reorganization should not trigger Danish capital gains taxation for Danish resident stockholders of HTCC Delaware. Danish resident stockholders should be considered as having acquired their shares at the same acquisition time and price as their HTCC Delaware stock. In addition, no Danish capital gains taxation should be triggered for stockholders resident in countries other than Denmark.

Invitel Denmark will be a Danish incorporated company and for that reason the company is considered a Danish resident company for corporate income tax purposes. However, Invitel Denmark will also be considered a tax resident company in Hungary, assuming that the effective place of management of Invitel Denmark will be in Hungary. Invitel Denmark has obtained a Danish ruling that, subject to the facts and assumptions presented by the company, Invitel Denmark is, from the perspective of Danish tax laws, resident in Hungary for corporate income tax purposes and, assuming that this ruling remains in effect, Invitel Denmark will not be taxable in Denmark for corporate income tax purposes. Invitel Denmark intends to request a ruling from the Hungarian tax authorities confirming that the company is only resident in Hungary for corporate income tax purposes. Any statements made in this proxy statement/prospectus with respect to certain Danish and Hungarian income tax consequences of the reorganization assume a favorable ruling from the Hungarian tax authorities, and the continued effectiveness of such rulings.

Dividend distributions from Invitel Denmark to shareholders are generally subject to Danish withholding tax at a rate of 28%. If the shareholder is resident outside of Denmark, the dividend withholding tax may be reduced in accordance with a double taxation treaty between Denmark and the country in which the shareholder is resident. According to the double taxation treaty between Denmark and the United States, the dividend withholding tax is reduced to 15%, unless the shareholder owns more than 10% of the share capital in Invitel Denmark, in which case the dividend withholding tax is reduced to 5%. Given, however, that Invitel Denmark is considered tax resident in Hungary, the Danish withholding tax rate is reduced to 0%.

Capital gains earned by non-Danish residents are not subject to Danish taxation. Capital gains earned by Danish tax resident individuals and companies are generally subject to Danish taxation. Capital gains on shares owned for more than three years are tax exempt for Danish tax resident companies.

Denmark currently does not impose any transfer tax or wealth tax.

The discussion above is strictly limited to the matters stated and may not be read as extending by implication to any matters not specifically covered and provides no assurance that the position expressed will be accepted by the Danish tax authorities or, if challenged, by the courts. The discussion is based upon the provisions of the Danish tax legislation, including statutory and regulatory provisions, as well as pertinent administrative and judicial interpretations, in effect as of the date hereof, and such authorities may be replaced, revoked or modified, possibly retroactively, so as to result in Danish income and other tax consequences different from those discussed above. In addition, this summary assumes that the merger will be consummated in accordance with the terms as described herein and that none of the terms and conditions contained herein will have been waived or modified in any respect prior to the effective date of the merger. The opinion is based on certain factual matters described to our Danish counsel by the company, and it has been assumed by Kromann Reumert that such matters have been described correctly and completely by the company.

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**Material Hungarian Income Tax Consequences to Stockholders**

The following discussion, to the extent it states matters of law or legal conclusions, and subject to the qualifications herein, constitutes the opinion of Réczicza White & Case LLP, our special Hungarian tax counsel, on the material Hungarian income tax consequences to HTCC Delaware stockholders of the reorganization of HTCC Delaware and the ownership of Invitel Denmark ordinary shares or Invitel Denmark ADSs as of the date hereof. Payments to shareholders made by companies incorporated outside Hungary that are tax resident in Hungary are subject to Hungarian rules regarding taxation.

Under Hungarian tax law, no withholding tax is payable on dividends paid to a person who is not a private individual. Hungarian dividend withholding tax would be payable on dividends paid to private individuals who hold ordinary shares directly. Provided that the depositary is the legal owner of the Invitel Denmark ordinary shares, no Hungarian withholding tax would be due on dividends paid to holders of Invitel Denmark ADSs.

Capital gains earned by a non-Hungarian resident (whether a private individual or otherwise) are not subject to withholding taxes. However, capital gains earned by Hungarian tax residents would be subject to Hungarian tax, unless such gains qualify for the reported participation exemption which exempts gains realized by corporate shareholders under certain conditions. Under this rule, capital gains earned on participations that represent at least 30% ownership and have been reported to the tax authority (APEH) within 30 days of acquisition are tax exempt provided that they have been held for at least one year. This exemption is not applicable to private individuals.

There is currently no wealth tax in Hungary.

The discussion above is based upon the provisions of the Hungarian tax legislation, including existing statutory and regulatory provisions, as well as pertinent administrative and judicial interpretations, in effect as of the date hereof, and such authorities may be replaced, revoked or modified, possibly retroactively, so as to result in Hungarian income tax consequences different from those discussed above. Further, there can be no assurances that the opinion expressed herein will be accepted by the Hungarian tax authority or, if challenged, by a court. In addition, this summary assumes that the merger will be consummated in accordance with the terms as described herein and that none of the terms and conditions contained herein will have been waived or modified in any respect prior to the effective date of the merger.

WE STRONGLY URGE YOU TO CONSULT YOUR TAX ADVISORS REGARDING YOUR PARTICULAR TAX CONSEQUENCES AS A RESULT OF THE REORGANIZATION.

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## DESCRIPTION OF ORDINARY SHARES OF INVITEL DENMARK

The rights of holders of Invitel Denmark ordinary shares will be governed by the Public Limited Companies Act of the Kingdom of Denmark (the Companies Act ) and by Invitel Denmark s articles of association, the form of which is attached to this proxy statement/prospectus as Annex B. This section contains a summary of some of those rights. It is not intended to be a complete description of all of the rights and obligations of holders of Invitel Denmark ordinary shares.

### Authorized Share Capital

As of January 28, 2009, the share capital of Invitel Denmark consists of 5,000 shares with a nominal value of 100 DKK each. Immediately prior to the merger, the share capital of Invitel Denmark will be converted into euro and a resolution to increase the share capital will be adopted in order for the number of shares of Invitel Denmark to equal the number of shares of HTCC Delaware immediately prior to the merger. Consequently, changes in the HTCC Delaware share capital prior to the merger will affect the share capital of Invitel Denmark at the time of the merger.

Generally, an increase of Invitel Denmark s share capital and the issue of new ordinary shares must be approved by a General Meeting of shareholders with a vote of at least two-thirds both of the votes cast and the voting share capital represented at the General Meeting. The proposal must include information on the lowest and highest amount of the capital increase, the share class of the newly subscribed shares (if there is or will be more than one class), preemptive rights of shareholders, the subscription price of the shares, the nominal amount of the shares and whether the shares will be bearer shares or registered shares.

Pursuant to the articles of association, the board of directors of Invitel Denmark will be authorized to issue up to 10 million shares with a nominal value of 0.01 each. The authorization will be valid until December 31, 2013, but may be renewed for one or more periods of up to five years each.

All Invitel Denmark ordinary shares will be bearer shares.

### Preemptive Rights

Generally, all shareholders of Invitel Denmark will have preemptive rights in the event of any increase in Invitel Denmark s share capital. At a General Meeting, Invitel Denmark s shareholders may agree to deviations from the general preemptive rights of the existing shareholders with respect to specific share capital increases. Any resolution regarding such a deviation will require a vote of at least two-thirds both of the votes cast and of the voting share capital represented at the General Meeting (subject to higher voting requirements if shares will be issued at a price below the market value of the shares). If the board of directors resolves to increase the share capital, the board of directors will, within the restrictions imposed by the Companies Act and the articles of association, have the discretion to decide whether the preemptive rights of the shareholders shall apply in part or not at all, and that the increase of the share capital may be made partially or fully by other means than cash payment.

Pursuant to the articles of association of Invitel Denmark, the board of directors will be authorized on one or more occasions to issue warrants to subscribe for shares (each share having a nominal value of 0.01) with a nominal value of 50,000 in the aggregate (i.e., 5 million shares). The authorization will be effective until and including December 31, 2013. The shareholders of the company will have no pre-emption right in connection with the issue of warrants according to this authorization, as these warrants may be issued in favor of directors, officers and/or employees of the company or its subsidiaries, as determined by the board of directors. The warrants will entitle the holder to subscribe for shares at a minimum price equal to the market price at the time of grant. Warrants issued as substitution for stock compensation plans assumed by Invitel Denmark together with all rights and obligations from HTCC Delaware may, however, entitle the holder to subscribe for shares at the

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original subscription price irrespective of such subscription price being below the market price as of the date of the grant of the warrants. The board of directors will determine the specific terms of the warrants issued pursuant to this authority.

In addition, pursuant to Invitel Denmark s articles of association, the board of directors will be authorized to increase the share capital of the company in one or more issuances (including in connection with the exercise of warrants) of a total nominal sum of up to 100,000 (represented by up to 10 million shares of 0.01 each). The minimum price will be the market price at the time of the decision to increase the share capital, unless the shares are issued by exercise of new warrants issued as substitution for warrant programs assumed by the company together with all rights and obligations from HTCC Delaware, in which case the subscription price may equal the original subscription price irrespective of whether such price is below the market price. The authorization will be valid until December 31, 2013, but may be renewed for one or more periods of up to five years each. The new shares will be negotiable instruments and will be issued to bearer. No restrictions will apply to the transferability of the shares. The board of directors will have discretion to decide that the pre-emptive right of the shareholders may apply in part, or not at all, and that the increase of the share capital may be made partially or fully by other means than cash payment.

**Dividend Rights**

Under the Companies Act, distributions of profits may be authorized by the shareholders based on the latest audited annual report. The financial year of Invitel Denmark is the calendar year. The shareholders cannot authorize a larger dividend than what is proposed or approved by the board of directors.

The shareholders may authorize the board of directors to distribute interim dividends following presentation of Invitel Denmark s first annual report on the basis of an interim balance sheet which was reviewed by an external auditor. The articles of association of Invitel Denmark will include an authorization for the board of directors to issue interim dividends, provided it is deemed prudent by the board of directors in the context of the financial condition of Invitel Denmark and the group.

As Invitel Denmark s share capital will be denominated in euros, any distribution of dividends will be in euros. Shareholders who do not have a cash account denominated in euros will normally have any dividends converted into the currency of their cash account by their custodian, broker or other nominee.

**Rights Upon Liquidation**

In the event of a liquidation of Invitel Denmark, shareholders of Invitel Denmark (and, indirectly, holders of Invitel Denmark ADSs) are entitled to participate in the distribution of net assets in proportion to their nominal shareholdings after payment of Invitel Denmark s creditors, subject to the issuance of any preferred shares.

**No Sinking Fund**

Invitel Denmark will not have a sinking fund and is not required to have one under Danish law.

**No Liability for Further Calls or Assessments**

The Invitel Denmark ordinary shares to be delivered in connection with the reorganization will be fully paid and non-assessable.

**Redemption (Squeeze-out)**

The ordinary shares of Invitel Denmark (and, indirectly, Invitel Denmark ADSs) held by minority shareholders may be redeemed by a shareholder holding more than nine-tenths of the shares and the corresponding voting rights in Invitel Denmark. Such redemption may be effected by the majority shareholder together with the board of directors in a joint decision. A minority shareholder may similarly require redemption of such minority shareholders shares by a majority shareholder holding more than nine-tenths of Invitel Denmark s ordinary shares and the corresponding voting rights.

Shares can be redeemed through the process described above at a price per share that reflects the current trade value of such shares. If the redeeming and the selling shareholders cannot agree on a redemption price, it will be determined by an expert appointed by the court.

There may be circumstances under which a majority shareholder may be allowed to redeem the minority shareholders on the basis of a provision in the articles of association of a company to the effect that minority shareholders are required to have their shares redeemed at the request of the majority shareholder. Such provision must be adopted by at least nine-tenths of the votes cast and of the voting share capital represented at the General Meeting. No such provision will exist in the articles of association of Invitel Denmark.

**Repurchase**

Under the Companies Act, a company may, if authorized by a General Meeting, acquire its own shares, although the aggregate amount of such shares held by a corporation and its subsidiaries may not exceed 10% of the aggregate amount of issued shares.

**No Restrictions on Transfer**

The Companies Act does not, and the articles of association of Invitel Denmark will not, contain any restrictions on the transfer of Invitel Denmark ordinary shares or Invitel Denmark ADSs.

**Voting**

A holder of an Invitel Denmark ordinary share will be entitled to ten votes at any General Meeting. Except as described below and subject to provisions of the Companies Act requiring that certain resolutions be passed by a greater vote, matters (including election of members of the board of directors) are decided at a General Meeting by a simple majority of the votes cast. Any shareholder will be entitled to attend and vote at a General Meeting, either in person or by proxy.

Under the Companies Act, holders of proxies must produce written, dated proxy instruments. Any authority pursuant to a proxy is valid for no more than 12 months at a time. A proxy granted to the board of directors of Invitel Denmark to represent a holder of HTCC Denmark ordinary shares at a General Meeting must be given in respect of a specific General Meeting with a known agenda. The proxy must evidence that the instrument of proxy has been executed by a holder of HTCC ordinary shares, either directly or indirectly through Invitel Denmark ADSs. If the shareholder uses a nominee, the nominee will usually be required to give a statement that the person who has executed the instrument of proxy is the beneficial shareholder. A holder of Invitel Denmark ordinary shares cannot vote at Invitel Denmark s General Meetings unless the requirements mentioned in this paragraph are complied with.

The Companies Act requires that resolutions for the dissolution of Invitel Denmark, its merger with another corporation with Invitel Denmark as the discontinuing company, amendment of the articles of association of Invitel Denmark, and certain other matters must be approved by (i) two-thirds of the votes cast at the General Meeting, and (ii) two-thirds in nominal value of the voting capital represented and entitled to vote at the meeting.

**Requisition of Meetings**

Generally, extraordinary General Meetings will be held at the request of the board of directors of Invitel Denmark, Invitel Denmark s auditors or shareholders representing at least one-tenth of the nominal value of the total share capital.

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**Place of Meetings**

The Invitel Denmark articles of association will require that a General Meeting be held at the Company s registered address, in greater Copenhagen or in Budapest. The annual General Meeting must be held in time for Invitel Denmark s annual report to be filed with the Danish Commerce and Companies Agency no later than the end of May of each year.

**Preferred Shares**

The board of directors of Invitel Denmark will not be authorized to issue new shares with a preferential right to receive distributions in connection with payments of a dividend and winding-up of the company. Generally, the issue of preferred shares must be approved by a General Meeting of shareholders with a majority of at least two-thirds both of the votes cast and the voting share capital represented at such meeting.

**Disclosure of Ownership Thresholds**

Under the Companies Act, a shareholder who holds shares in a public limited company must notify the company when:

(1) the voting rights attached to the shares represent 5% or more of the total voting rights, or the nominal value of the shares accounts for 5% or more of the total share capital (a total of at least DKK 100,000), or

(2) in the case of a shareholder who previously notified the company, such shareholder s holding has subsequently changed to reach or fall below the thresholds of 5, 10, 15, 20, 25, 50 or 90%, or 1/3 or 2/3 of the total voting rights or nominal value of the total share capital.

The notice to the company must be given within four weeks after the relevant event. The company will keep a register of such notices, and the register will be available for inspection by public authorities, shareholders, directors, the employees if no employee representative has been appointed to the board of directors, as well as any other person requesting access in writing, subject to payment of related costs.

**Exchange Controls**

There are no governmental laws, decrees or regulations of the Kingdom of Denmark that restrict the export or import of capital (including, without limitation, foreign exchange controls), or that affect the remittance of dividends, interest or other payments to nonresident holders of Invitel Denmark ordinary shares. There are no limitations imposed by the laws of the Kingdom of Denmark or which will be imposed by the Invitel Denmark articles of association on the right of nonresident or foreign holders to hold or vote Invitel Denmark ordinary shares.

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## DESCRIPTION OF INVITEL DENMARK AMERICAN DEPOSITARY SHARES

### NYSE Alternext Listing of Invitel Denmark ADSs

We intend to apply to list the Invitel Denmark ADSs on NYSE Alternext, subject to official notice of issuance. Approval of the listing on NYSE Alternext of the Invitel Denmark ADSs is a condition to complete the merger.

### American Depositary Shares

Deutsche Bank Trust Company Americas, currently located at 60 Wall Street, New York, NY 10005, USA, will be the depositary for the Invitel Denmark ADSs representing Invitel Denmark s ordinary shares. Each Invitel Denmark ADS will represent an ownership interest in one ordinary share (or a right to receive one share) which will be deposited with Danske Bank A/S, currently located at Holmens Kanal 2-12, DK-1092 Copenhagen of Denmark, the custodian, under the deposit agreement among ourselves, the depositary and you as an Invitel Denmark ADS holder. In the future, each Invitel Denmark ADS will also represent any securities, cash or other property that may be held by the depositary. The depositary s corporate trust office, at which the Invitel Denmark ADSs will be administered, is located at 60 Wall Street, New York, NY 10005, USA, which is also the principal executive office of the depositary.

The following is a summary of the material provisions of the deposit agreement that we intend to execute prior to the merger. A copy of the deposit agreement will be filed with the SEC under cover of a Registration Statement on Form F-6. You will also find the registration statement and the deposit agreement on the SEC s website at http://www.sec.gov. Copies of the deposit agreement and the form of Invitel Denmark ADRs will also be available for inspection at the corporate trust office of the depositary and at the principal office of the custodian. The depositary will keep books at its corporate trust office for the registration of Invitel Denmark ADRs and transfers of Invitel Denmark ADRs which, at all reasonable times, shall be open for inspection by Invitel Denmark ADS holders, provided that inspection shall not be for the purpose of communicating with Invitel Denmark ADS holders in the interest of a business or object other than our business or a matter related to the deposit agreement or the Invitel Denmark ADSs.

### Holding the Invitel Denmark ADSs

***How will you hold your Invitel Denmark ADSs?***

You may hold Invitel Denmark ADSs either (A) directly (i) by having an American Depositary Receipt, or Invitel Denmark ADR, which is a certificate evidencing a specific number of Invitel Denmark ADSs, registered in your name, or (ii) by holding Invitel Denmark ADSs in the Direct Registration System, or DRS, or (B) indirectly through your broker or other financial institution. If you hold Invitel Denmark ADSs directly, you are an Invitel Denmark ADS holder. This description assumes you hold your Invitel Denmark ADSs directly. If you hold the Invitel Denmark ADSs indirectly, you must rely on the procedures of your broker or other financial institution to assert the rights of Invitel Denmark ADS holders described in this section. You should consult with your broker or financial institution to find out what those procedures are.

As an Invitel Denmark ADS holder, we will not treat you as one of our shareholders and you will not have shareholder rights. Danish law will govern shareholder rights. The depositary will be the holder of the ordinary shares underlying your Invitel Denmark ADSs. As a holder of Invitel Denmark ADSs, you will have Invitel Denmark ADS holder rights. The deposit agreement sets out Invitel Denmark ADS holder rights, representations and warranties as well as the rights and obligations of the depositary.

If you become a holder of Invitel Denmark ADSs, you will become a party to the deposit agreement and, therefore, will be bound by its terms and by the terms of the Invitel Denmark ADR that represents your Invitel Denmark ADSs. The deposit agreement and the Invitel Denmark ADR specify our rights and obligations as well as your rights and obligations as a holder of Invitel Denmark ADSs and those of the depositary. As an Invitel Denmark ADS holder you appoint the depositary to act on your behalf in certain circumstances. The deposit agreement and the Invitel Denmark ADRs are governed by New York law. However, our obligations to the holders of ordinary shares will continue to be governed by Danish law, which may be different from the laws in the United States.

**Dividends and Other Distributions**

***How will you receive dividends and other distributions on the shares?***

The depositary has agreed to pay to you the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after deducting its fees, charges and expenses and any taxes withheld and governmental charges incurred, duties or governmental charges. You will receive these distributions in proportion to the number of shares your Invitel Denmark ADSs represent as of the record date (which will be as close as practicable to the record date for our ordinary shares) set by the depositary with respect to the Invitel Denmark ADSs.

*Cash*

The depositary will convert any cash dividend or other cash distribution we pay on the ordinary shares or any net proceeds from the sale of any ordinary shares, rights, securities or other entitlements into U.S. dollars, if it can do so in its judgment on a practicable basis and can transfer the U.S. dollars to the United States upon an averaged or other practicable basis without regard to any distinctions among Invitel Denmark ADS holders on account of exchange restrictions, the date of delivery of any Invitel Denmark ADR or otherwise. If that is not practicable, lawful or if any governmental agency or authority approval or license is needed and cannot be obtained or cannot be obtained without unreasonable cost or within a reasonable period, the deposit agreement allows the depositary to distribute the foreign currency only to those Invitel Denmark ADS holders to whom it is practicable to do so. It will hold the foreign currency it cannot convert for the account of the Invitel Denmark ADS holders who have not been paid. It will not invest the foreign currency and it will not be liable for any interest.

Before making a distribution, any withholding taxes, or other governmental charges together with fees and expenses of the depositary that must be paid will be deducted. See Material Income Tax Consequences of the Reorganization beginning on page 141. It will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. *If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, you may lose some or all of the value of the distribution.*

*Shares*

The depositary may, upon our timely instruction, distribute additional Invitel Denmark ADSs representing any ordinary shares we distribute as a dividend or free distribution to the extent reasonably practicable and permissible under law subject to deduction of fees, charges and expenses of the depositary and taxes and governmental charges in accordance with the provisions of the deposit agreement. The depositary will only distribute whole Invitel Denmark ADSs. It will try to sell ordinary shares which would require it to deliver a fractional Invitel Denmark ADS and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional Invitel Denmark ADSs, the outstanding Invitel Denmark ADSs will also represent the new ordinary shares. If we offer or cause to be offered to holders of the ordinary shares an option to elect to receive dividends in fully paid shares instead of cash, we will consult with the depositary to determine whether that option will be made available to you and, if so, the related procedures.

*Elective Distributions in Cash or Shares*

If we offer holders of our ordinary shares the option to receive dividends in either cash or ordinary shares, the depositary, after consultation with us and having received timely notice of such elective distribution by us, has discretion to determine to what extent such elective distribution will be made available to you as a

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holder of the Invitel Denmark ADSs. We must first instruct the depositary to make such elective distribution available to you and furnish it with satisfactory evidence that it is legal to do so. The depositary could decide it is not legal or reasonably practical to make such elective distribution available to you, or it could decide that it is only legal or reasonably practical to make such elective distribution available to some but not all holders of the Invitel Denmark ADSs. In such case, the depositary shall, on the basis of the same determination as is made in respect of the ordinary shares for which no election is made, distribute either cash in the same way as it does in a cash distribution, or additional Invitel Denmark ADSs representing ordinary shares in the same way as it does in a share distribution. The depositary is not obligated to make available to you a method to receive the elective dividend in ordinary shares rather than in Invitel Denmark ADSs. There can be no assurance that you will be given the opportunity to receive elective distributions on the same terms and conditions as the holders of ordinary shares.

*Rights to Purchase Additional Shares*

If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary, after consultation with us and having received timely notice of such distribution by us, has discretion to determine how these rights are made available to you as a holder of the Invitel Denmark ADSs. We must first instruct the depositary to make such rights available to you and furnish the depositary with satisfactory evidence that it is legal to do so. The depositary could decide that it is not legal or reasonably practical to make the rights available to you, or it could decide that it is only legal or reasonably practical to make the rights available to some but not all of the holders of the Invitel Denmark ADSs. The depositary could decide to sell the rights and distribute the proceeds in the same way as it does with cash. If the depositary decides that it is not legal or reasonably practical to make the rights available to you or sell the rights, the rights that are not distributed or sold could lapse. In that case, you will receive no value for them. The depositary is not responsible for a failure in determining whether or not it is legal or reasonably practical to distribute the rights to holders of Invitel Denmark ADSs in general or any holder in particular, or for any foreign exchange exposure or loss incurred in connection with such sale or exercise or the content of any material forwarded to you by the depositary on our behalf. The depositary is liable for damages, however, if it acts with gross negligence or willful misconduct, in accordance with the provisions of the deposit agreement.

If the depositary makes rights available to you, it will exercise the rights and purchase the ordinary shares on your behalf. The depositary will then deposit the ordinary shares and deliver Invitel Denmark ADSs to you. It will only exercise rights if you pay it the exercise price and any other fees and charges of, and expenses incurred by, the depositary and any taxes and other governmental charges that the rights require you to pay.

U.S. securities laws or laws of the Kingdom of Denmark may restrict the sale, deposit, transfers and cancellation of the Invitel Denmark ADSs representing ordinary shares purchased upon the exercise of rights. For example, you may not be able to trade these Invitel Denmark ADSs freely in the United States. In this case, the depositary may deliver restricted depositary shares under a separate restricted deposit agreement that will contain the same terms as the Invitel Denmark ADSs described in this section except for changes needed to put the necessary restrictions in place.

The company may choose, consistent with Danish practice, not to extend offerings of securities (including in connection with rights issues) or other transactions to its shareholders resident in certain foreign jurisdictions, including but not limited to the United States, if the making of such an offer or other transaction in those jurisdictions would expose the company to unreasonable risks or costs, for instance due to local mandatory legal requirements imposed on the company.

*Other Distributions*

Subject to receipt of timely notice from us with the request to make any such distribution available to you, and provided the depositary has determined such distribution is lawful and reasonably practicable and feasible and in accordance with the terms of the deposit agreement, the depositary will send to you anything else we distribute on deposited securities by any means it deems practical in proportion to the number of Invitel Denmark ADSs held by you, upon receipt of applicable fees and charges of, and expenses incurred by, the depositary and net of any taxes and other governmental charges withheld. If it cannot make the distribution in that way, or has not received a timely request for distribution from us, the depositary has a choice. It may decide to sell by public or private sale, net of fees and charges of, and expenses incurred by, the depositary and any taxes and other governmental charges, what we distributed and distribute the net proceeds, in the same way as it does with cash. Or, it may decide to dispose of such property in any way it deems reasonably practicable for nominal or no consideration. However, the depositary is not required to distribute any securities (other than ADSs) to you unless it receives satisfactory evidence from us that it is legal to make that distribution.

The depositary may dispose of all or a portion of the property so distributed and deposited in such amounts and in such manner (includes public or private sale) as the depositary may deem practicable or necessary to satisfy any taxes (including applicable interest and penalties) and after governmental charges applicable to the distribution.

The depositary shall not be held responsible for the failure to make a distribution if the depositary determines that it is unlawful or impractical to make the distribution available to any Invitel Denmark ADS holders. We have no obligation to register Invitel Denmark ADSs, ordinary shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of Invitel Denmark ADSs, ordinary shares, rights or anything else to Invitel Denmark ADS holders. This means that you may not receive the distributions we make on our ordinary shares or any value for them if it is illegal, infeasible or impractical for us to make them available to you.

**Deposit, Withdrawal and Cancellation**

***How are Invitel Denmark ADSs issued?***

The depositary will deliver Invitel Denmark ADSs if you or your broker deposit shares or evidence of rights to receive ordinary shares with the custodian. Upon each deposit of shares, receipt of related documentation and compliance with the other provisions of the deposit agreement, including the payment of the fees and charges of, and expenses incurred by, the depositary and of any taxes or charges, such as stamp taxes or share transfer taxes or fees, the depositary will issue an Invitel Denmark ADR or Invitel Denmark ADRs in the name of the person entitled thereto evidencing the number of Invitel Denmark ADSs to which that person is entitled.

***How do Invitel Denmark ADS holders cancel Invitel Denmark ADSs?***

You may turn in your Invitel Denmark ADSs at the depositary s corporate trust office or by providing appropriate instructions to your broker. Upon payment of the fees and charges of, and expenses incurred by the depositary and of any taxes or charges, such as stamp taxes or share transfer taxes or fees, the depositary will deliver the Invitel Denmark ordinary shares underlying the Invitel Denmark ADSs to you or a person you designate at the office of the custodian. The depositary, however, will waive any fees or charges in connection with the cancellation of Invitel Denmark ADSs in connection with the reorganization merger described in this proxy statement/prospectus within 30 days from the date of issuance, as will be described in further detail in the letter of transmittal you will receive following the merger. Or, at your request, risk and expense, the depositary will deliver the deposited securities at its office, if feasible.

The depositary may only restrict the withdrawal of deposited securities in connection with:

- temporary delays caused by closing our transfer books or those of the depositary or the deposit of shares in connection with voting at a shareholders meeting, or the payment of dividends; and

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the payment of fees, taxes and similar charges; or compliance with any U.S. or foreign laws or governmental regulations relating to the Invitel Denmark ADRs or to the withdrawal of deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

***How do Invitel Denmark ADS holders interchange between Certificated Invitel Denmark ADSs and Uncertificated Invitel Denmark ADSs?***

You may surrender your Invitel Denmark ADR to the depositary for the purpose of exchanging your Invitel Denmark ADR for uncertificated Invitel Denmark ADSs. The depositary will cancel that Invitel Denmark ADR and will send you a statement confirming that you are the owner of uncertificated Invitel Denmark ADSs. Alternatively, upon receipt by the depositary of a proper instruction from a holder of uncertificated Invitel Denmark ADSs requesting the exchange of uncertificated Invitel Denmark ADSs for certificated Invitel Denmark ADSs, the depositary will execute and deliver to you an Invitel Denmark ADR evidencing those Invitel Denmark ADSs.

**Reports and Other Communications**

The depositary shall make available during normal business hours for inspection by Invitel Denmark ADS holders at its principal office any reports and communications, including any proxy soliciting materials, received from us which are both (a) received by the depositary, its custodian, or the nominee of either of them as the holder of the deposited securities and (b) made generally available by us to the holders of such deposited securities. The depositary shall, at our expense and in accordance with the provisions of the deposit agreement, also mail by regular, ordinary mail delivery or by electronic transmission (if agreed by us and the depositary) and unless otherwise agreed in writing by us and the depositary, to Invitel Denmark ADS holders copies of such reports when furnished by us for mailing.

**Voting Rights**

***How do you vote?***

As soon as practicable after receipt of notice of any meeting at which the holders of shares are entitled to vote, or of solicitation of consents or proxies from holders of shares, the depositary shall fix the Invitel Denmark ADS record date in respect of such meeting or solicitation of such consent or proxy. The depositary shall, if requested by us in writing in a timely manner (the depositary having no obligation to take any further action if the request shall not have been received by the depositary at least 30 days prior to the date of such vote or meeting), at our expense and provided no U.S. legal prohibitions exist, mail by ordinary, regular mail delivery or by electronic transmission (if agreed by us and the depositary), unless otherwise agreed in writing by us and the depositary, to registered holders of Invitel Denmark ADSs as of the Invitel Denmark ADS record date: (a) such notice of meeting or solicitation of consent or proxies; (b) a statement that such registered holder will be entitled, subject to any applicable law, the provisions of the deposit agreement, our Articles of Association and the provisions of or governing our shares, to instruct the depositary as to the exercise of the voting rights, if any, pertaining to the shares represented by such holder s Invitel Denmark ADSs; and (c) a brief statement as to the manner in which such instructions may be given. Upon the timely receipt of written instructions of a registered holder of Invitel Denmark ADSs on the Invitel Denmark ADS record date, the depositary shall endeavor, insofar as practicable and permitted under applicable law and the provisions of our Articles of Association and the provisions of the shares, to vote or cause the custodian to vote the shares represented by Invitel Denmark ADSs held by such holder in accordance with such instructions. Neither the depositary nor its custodian shall, under any circumstances exercise any discretion as to voting, and neither the depositary nor its custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the shares except pursuant to and in accordance with such written instructions from holders. Shares represented by Invitel Denmark ADSs for which no specific voting instructions are received by the depositary shall not be voted.

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We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your shares. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions or for the effect of such vote. This means that you may not be able to exercise your right to vote and there may be nothing you can do if your ordinary shares are not voted as you requested. You will not be able to vote at general meetings of Invitel Denmark unless you comply with the Companies Act and Invitel Denmark s articles of association. See Description of Ordinary Shares of Invitel Denmark, beginning on page 149.

**Fees and Expenses**

Persons depositing shares will be charged a fee for each issuance of Invitel Denmark ADSs, including issuances resulting from distributions of shares, share dividends, share splits, bonus and rights distributions and other property, and for each surrender of Invitel Denmark ADSs in exchange for deposited securities. The fee in each case is US$5.00 for each 100 Invitel Denmark ADSs, or any portion thereof, issued or surrendered. The depositary will also charge a fee of up to US$2.00 per 100 Invitel Denmark ADSs for distribution of cash proceeds pursuant to a cash distribution, sale of rights and other entitlements or otherwise. The depositary may also charge an annual fee of US$2.00 per 100 Invitel Denmark ADSs for the operation and maintenance costs in administering the facility. You or persons depositing shares also may be charged the following expenses:

- expenses incurred by the depositary, the custodian or their respective agents in connection with inspections of the relevant share register maintained by the local registrar and/or performing due diligence on the central securities depository for the Kingdom of Denmark: an annual fee of U.S.$1.00 per 100 Invitel Denmark ADSs (such fee to be assessed against holders of record as at the date or dates set by the depositary as it sees fit and collected at the discretion of the depositary, subject to our prior consent, by billing such holders for such fee or by deducting such fee from one or more cash dividends or other cash distributions);

- taxes and other governmental charges incurred by the depositary or the custodian on any Invitel Denmark ADR or ordinary shares underlying an Invitel Denmark ADR, including any applicable interest and penalties thereon, and any share transfer or other taxes and other governmental charges;

- cable, telex, electronic transmission and delivery expenses;

- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities including those of a central depository for securities (where applicable);

- expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars;

- fees and expenses incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to the shares, deposited securities and Invitel Denmark ADSs; and

- any other fees, charges, costs or expenses that may be incurred by the depositary from time to time.

We will pay all other charges and expenses of the depositary and any agent of the depositary, except the custodian, pursuant to agreements from time to time between us and the depositary. We and the depositary may amend the fees described above from time to time.

In the case of cash distributions, fees are generally deducted from the cash being distributed. Service fees may be collected from holders of Invitel Denmark ADSs in a manner determined by the depositary with respect to Invitel Denmark ADSs registered in the name of investors (certificated or DRS) and Invitel Denmark ADSs held in brokerage and custodian accounts (via DTC). In the case of distributions other than cash (i.e., stock

dividends, rights, etc.), the depositary charges the applicable ADS record date holder concurrent with the distribution. In the case of Invitel Denmark ADSs registered in the name of the investor (whether certificated or in DRS), the depositary sends invoices to the applicable record date Invitel Denmark ADS holders. In the case of Invitel Denmark ADSs held in brokerage and custodian accounts (via DTC), the depositary may, if permitted by the settlement systems provided by DTC, collect the fees through such settlement systems (whose nominee is the registered holder of the Invitel Denmark ADSs held in DTC) from the brokers and custodians holding Invitel Denmark ADSs in their DTC accounts. The brokers and custodians who hold their clients Invitel Denmark ADSs in DTC accounts in such case may in turn charge their clients accounts the amount of the service fees paid to the depositary.

In the event of refusal to pay the service fee, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the service fee from any distribution to be made to the Invitel Denmark ADS holder.

**Payment of Taxes**

You will be responsible for any taxes or other governmental charges payable on your Invitel Denmark ADSs or on the deposited securities underlying your Invitel Denmark ADSs. The custodian may refuse to deposit shares and the depositary may refuse to issue Invitel Denmark ADSs, deliver Invitel Denmark ADRs, register the transfer, split up or combination of Invitel Denmark ADRs, or allow you to withdraw the deposited securities underlying your Invitel Denmark ADSs until such taxes or other charges, including any applicable interest and penalty, are paid. We, the depositary and/or the custodian may apply payments owed to you or sell deposited securities underlying your Invitel Denmark ADSs to pay any taxes, including interest and penalty owed, and you will remain liable for any deficiency. If the depositary sells deposited securities, it will, if appropriate, reduce the number of Invitel Denmark ADSs to reflect the sale and pay to you any proceeds, or send to you any property remaining after it has paid the taxes. You agree to indemnify us, the depositary, the custodian and each of our and their respective agents, directors, employees and affiliates for, and hold each of them harmless from, any claims with respect to taxes (including applicable interest and penalties thereon) arising from any tax benefit obtained for you.

**Reclassifications, Recapitalizations and Mergers**

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|---|---|
| If we: | change the nominal or par value of our ordinary shares;<br>reclassify, split up, subdivide, cancel or consolidate any of the deposited securities;<br>recapitalize, reorganize, amalgamate, merge, consolidate, sell all or substantially all of our assets, or take any similar action; or<br>distribute securities on the ordinary shares that are not distributed to you; |
| Then: | the cash, shares or other securities received by the depositary will become deposited securities. Each Invitel Denmark ADS will automatically represent its equal share of the new deposited securities; and<br>the depositary may, and will if we ask it to, subject to receipt of an opinion that such action is in accordance with applicable law and regulation, (i) distribute some or all of the cash, securities or other property it received; (ii) deliver new Invitel Denmark ADSs or ask you to surrender your outstanding Invitel Denmark ADSs in exchange for new Invitel Denmark ADSs identifying the new |

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deposited securities; (iii) sell any securities or property received at public or private sale and allocate the net proceeds of such sale for the account of holders of Invitel Denmark ADSs on an averaged or other practicable basis without regard to any distinctions among holders and distribute the net proceeds as cash; or (iv) treat the cash, securities or other property it receives as part of the deposited securities, and each Invitel Denmark ADS will then represent a proportionate interest in that property subject in all cases to the fees, charges and expenses of the depositary and taxes and governmental charges withheld.

**Amendment and Termination**

***How may the deposit agreement be amended?***

We may agree with the depositary to amend the deposit agreement and the form of Invitel Denmark ADR without your consent for any reason. If an amendment adds or increases fees or charges (except for taxes and other governmental charges or expenses of the depositary for registration fees, facsimile costs, delivery charges or similar items, including expenses incurred in connection with foreign exchange control regulations and other charges specifically payable by Invitel Denmark ADS holders under the deposit agreement), or materially prejudices a substantial existing right of Invitel Denmark ADS holders, it will not become effective for outstanding Invitel Denmark ADSs until 30 days after the depositary notifies Invitel Denmark ADS holders of the amendment. At the time an amendment becomes effective, you are considered, by continuing to hold your Invitel Denmark ADSs, to agree to the amendment and to be bound by the Invitel Denmark ADRs and the deposit agreement as amended. An amendment can become effective before notice is given if necessary to ensure compliance with a new law, rule or regulation.

***How may the deposit agreement be terminated?***

The depositary will terminate the deposit agreement if we ask it to do so, in which case the depositary will give notice to you at least 90 days prior to termination. The depositary may also terminate the deposit agreement if the depositary has told us that it would like to resign and we have not appointed a new depositary within 90 days. In this case, the depositary must notify you at least 30 days before termination.

After termination, the depositary and its agents will do the following under the deposit agreement but nothing else: collect distributions on the deposited securities, sell rights and other property, and deliver shares and other deposited securities upon cancellation of Invitel Denmark ADSs upon payment of any fees, charges, taxes or other governmental charges. After expiration of six months after termination, the depositary may sell any remaining deposited securities by public or private sale. After that, the depositary will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement for the pro rata benefit of the Invitel Denmark ADS holders that have not surrendered their Invitel Denmark ADSs. It will not invest the money and has no liability for interest. The depositary s only obligations will be to account for the money and other cash. After termination our only obligations will be to indemnify the depositary and to pay fees and expenses of the depositary that we agreed to pay.

**Books of Depositary**

The depositary will maintain Invitel Denmark ADS holder records at its depositary office. You may inspect such records at such office during regular business hours but solely for the purpose of communicating with other holders in the interest of business matters relating to the Invitel Denmark ADSs and the deposit agreement.

The depositary will maintain facilities in New York to record and process the issuance, cancellation, combination, split-up and transfer of Invitel Denmark ADRs.

These facilities may be closed from time to time, to the extent not prohibited by law or if any such action is deemed necessary or advisable by the depositary or us, in good faith, at any time or from time to time because of any requirement of law, any government or governmental body or commission or any securities exchange on which the Invitel Denmark ADRs or Invitel Denmark ADSs are listed, or under any provision of the deposit agreement or provisions of, or governing, the deposited securities, or any meeting of our shareholders or for any other reason.

**Limitations on Obligations and Liability**

***Limits on our obligations and the obligations of the depositary; limits on liability to holders of Invitel Denmark ADSs***

The deposit agreement expressly limits our obligations and the obligations of the depositary. It also limits our liability and the liability of the depositary. We and the depositary, including its agents:

- are only obligated to take the actions specifically set forth in the deposit agreement without gross negligence or willful misconduct;
- are not liable if either of us is prevented, forbidden or delayed by law or circumstances beyond our control from performing our obligations under the deposit agreement, including, without limitation, requirements of any present or future law, regulation, governmental or regulatory authority or share exchange of any applicable jurisdiction, any present or future provisions of our memorandum and articles of association, on account of possible civil or criminal penalties or restraint, any provisions of or governing the deposited securities or any act of God, war or other circumstances beyond each of our control as set forth in the deposit agreement;
- are not liable if either of us exercises or fails to exercise discretion permitted under the deposit agreement, the provisions of or governing the deposited securities or our memorandum and articles of association;
- have no obligation to become involved in a lawsuit or other proceeding related to the deposited securities or Invitel Denmark ADSs or the deposit agreement on your behalf or on behalf of any other party;
- may rely upon any documents we believe in good faith to be genuine and to have been signed or presented by the proper person;
- disclaim any liability for any action/inaction in reliance on the advice or information of legal counsel, accountants, any person presenting shares for deposit, holders and beneficial owners (or authorized representatives) of Invitel Denmark ADRs, or any person believed in good faith to be competent to give such advice or information;
- disclaim any liability for inability of any holder to benefit from any distribution, offering, right or other benefit made available to holders of deposited securities but not made available to holders of ADSs; and
- disclaim any liability for any indirect, special, punitive or consequential damages.

The depositary and any of its agents also disclaim any liability for any failure to carry out any instructions to vote, the manner in which any vote is cast or the effect of any vote or failure to determine that any distribution or action may be lawful or reasonably practicable or for allowing any rights to lapse in accordance with the provisions of the deposit agreement, the failure or timeliness of any notice from us, the content of any information submitted to us for distribution to you or for any inaccuracy of any translation thereof, any investment risk associated with the acquisition of an interest in the deposited securities, the validity or worth of the deposited securities, the credit-worthiness of any third party, or for any tax consequences that may result from ownership of Invitel Denmark ADSs, shares or deposited securities.

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In the deposit agreement, we have agreed to indemnify the depositary under certain circumstances.

**Requirements for Depositary Actions**

Before the depositary will issue, deliver or register a transfer of an Invitel Denmark ADS, make a distribution on an Invitel Denmark ADS, or permit withdrawal of shares, the depositary may require:

- payment of share transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any shares or other deposited securities and payment of the applicable fees, expenses and charges of the depositary;
- production of satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the deposit agreement, including presentation of transfer documents.

The depositary may also suspend the issuance and delivery of Invitel Denmark ADSs, the deposit of shares, the registration, transfer, split up or combination of Invitel Denmark ADSs or the withdrawal of deposited securities generally when the register of the depositary is closed or at any time if the depositary or we think it necessary or advisable to do so.

**Your Right to Receive the Ordinary Shares Underlying Your Invitel Denmark ADSs**

You have the right to cancel your Invitel Denmark ADSs and withdraw the underlying shares at any time except:

- when there are temporary delays caused by (1) the closing of the depositary s or our transfer books; (2) the transfer of shares is blocked to permit voting at a shareholders meeting; or (3) payment of dividends;
- when you or other Invitel Denmark ADS holders seeking to withdraw shares owe money to pay fees, taxes and similar charges; or
- when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to Invitel Denmark ADSs or to the withdrawal of shares or other deposited securities.

This right of withdrawal may not be limited by any other provision of the deposit agreement.

**Pre-release of Invitel Denmark ADSs**

The deposit agreement permits the depositary to deliver Invitel Denmark ADSs before deposit of the underlying shares. This is called a pre-release of the Invitel Denmark ADSs. The depositary may also deliver ordinary shares upon cancellation of pre-released Invitel Denmark ADSs, even if the Invitel Denmark ADSs are cancelled before the pre-release transaction has been closed out. A pre-release transaction is closed out as soon as the underlying shares are delivered to the depositary. The depositary may receive Invitel Denmark ADSs instead of ordinary shares to close out a pre-release transaction. The depositary may pre-release Invitel Denmark ADSs or shares only under the following conditions: (a) before or at the time of the pre-release, the person to whom the pre-release is being made (1) represents to the depositary in writing that it or its customer owns the ordinary shares or Invitel Denmark ADSs to be deposited, (2) assigns all beneficial right, title and interest in such shares or Invitel Denmark ADSs to the depositary for the benefit of the holders of Invitel Denmark ADSs,

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(3) undertakes to not take any action with respect to such shares or Invitel Denmark ADSs that is inconsistent with the transfer of beneficial ownership (including without the consent of the depositary, disposing of such shares or Invitel Denmark ADSs other than in satisfaction of such pre-release), (4) indicates the depositary as owner of such shares or Invitel Denmark ADSs in its records, and (5) unconditionally guarantees to deliver such shares or Invitel Denmark ADSs to the depositary or the custodian as the case may be; (b) the pre-release is fully collateralized with cash or other collateral that the depositary considers appropriate; (c) the depositary must be able to close out the pre-release on not more than five business days notice; and (d) each pre-release is subject to such further indemnities and credit regulations as the depositary deems appropriate. In addition, the depositary will limit the number of Invitel Denmark ADSs that may be outstanding at any time as a result of pre-release, although the depositary may disregard the limit from time to time, if it thinks it is appropriate to do so, including (i) due to a decrease in the aggregate number of Invitel Denmark ADSs outstanding that causes existing pre-release transactions to temporarily exceed the limit stated above or (ii) where otherwise required by market conditions.

**The Depositary**

***Who is the Depositary?***

The depositary is Deutsche Bank Trust Company Americas. The depositary is a state-chartered New York banking corporation and a member of the United States Federal Reserve System, subject to regulation and supervision principally by the United States Federal Reserve Board and the New York State Banking Department. The depositary was incorporated on March 5, 1903 in the State of New York. The registered office of the depositary is located at 60 Wall Street, New York, NY 10005, USA and the registered number is BR1026. The principal executive office of the depositary is located at 60 Wall Street, New York, NY 10005, USA. The depositary operates under the laws and jurisdiction of the State of New York.

## COMPARISON OF RIGHTS OF STOCKHOLDERS/SHAREHOLDERS

Your rights as a stockholder of HTCC Delaware are governed by Delaware law and HTCC Delaware s certificate of incorporation and by-laws. After completion of the reorganization, if you hold Invitel Denmark ordinary shares, your rights will be governed by the Danish Companies Act and the articles of association of Invitel Denmark. See Description of Ordinary Shares of Invitel Denmark beginning on page 145 for more information about Invitel Denmark ordinary shares. However, if you hold Invitel Denmark ADSs you will not be treated as a shareholder of Invitel Denmark and your rights will be governed by a deposit agreement among Invitel Denmark, Deutsche Bank Trust Company Americas and all persons holding Invitel Denmark ADSs. For more information about Invitel Denmark ADSs, which are separate from Invitel Denmark ordinary shares, see Description of Invitel Denmark American Depositary Shares beginning on page 153.

The articles of association of Invitel Denmark, as they will be substantially in effect following the merger, are included in this proxy statement/prospectus as Annex B.

The following is a summary of material differences between the rights of holders of HTCC Delaware common stock and holders of shares of Invitel Denmark, and between the Delaware General Corporation Law ( DGCL ) and the Companies Act, which may affect the rights and interests of HTCC Delaware stockholders and holders of Invitel Denmark ADSs or Invitel Denmark ordinary shares. This summary is not, and does not purport to be, complete and does not purport to identify all differences that may, under given circumstances, be material to HTCC Delaware stockholders. This summary is qualified in its entirety by reference to the DGCL and the Companies Act, the articles of association of Invitel Denmark and the HTCC Delaware certificate of incorporation and its by-laws. This summary should be read in conjunction with the Description of Ordinary Shares of Invitel Denmark beginning on page 149.

***Summary of Material Differences Between the Rights of HTCC Delaware Stockholders and the Rights of Invitel Denmark Shareholders***

| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
|---|---|---|
| **Number of Directors:** | Under the DGCL, a corporation s board of directors must consist of at least one member with the number fixed by the certificate of incorporation or by-laws of the corporation. HTCC Delaware s board of directors currently consists of seven directors. The number of directors is established from time to time by resolution of the board of directors, subject to the articles of incorporation and by-laws. | Under the articles of association of Invitel Denmark, the number of directors appointed by the shareholders will be between three and nine. Employees of a company registered in Denmark which during the past three years has employed an average of not fewer than 35 employees have the right to elect from among such employees a number of directors, so that the total number of employee directors will equal half of the total number of directors who are elected by shareholders at a General Meeting. In any event, there shall be no fewer than two directors at a time. The right to employee representation also applies on a group level if a company together with its subsidiaries in Denmark has employed an average of not fewer than 35 employees during the past three years. We do not expect the right to employee representation on the board to apply to Invitel Denmark. |

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| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
|---|---|---|
| **Election of Directors:** | Directors are currently elected at an annual meeting of stockholders at which a quorum is present by a plurality vote. | Directors are elected at the General Meeting by a simple majority (except for any directors appointed by the employees). |
| **Term and Classes of Directors:** | HTCC Delaware s board of directors is not classified into more than one class. Each director serves until the next annual meeting and until his or her successor is elected and qualified. | The board of directors of Invitel Denmark is not classified into more than one class. Each director serves until the next annual meeting and until his or her successor is elected. |
| **Removal of Directors:** | Under Delaware law, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares entitled to vote in an election of directors, unless the certificate of incorporation limits such removal so that directors may only be removed for cause. HTCC Delaware s certificate of incorporation does not so limit the removal of directors. | Under the Companies Act, any director, or the entire board, may be removed, with or without cause, by a simple majority of votes at a General Meeting. However, board members elected by employees in accordance with statutory rights (as described above) cannot be removed by shareholders at the General Meeting. Such directors (who are elected for a four-year period) may be removed at any time by utilizing the same procedure as used for their election. |
| **Vacancies on the Board:** | If any vacancies occur in HTCC Delaware s board of directors, by reason of death, resignation, removal or if the authorized number of directors is increased, the directors then in office will continue to act and may fill any such vacancy by a majority of the directors then in office, although less than a quorum. A director elected to fill a vacancy or a newly created directorship will hold office until the next annual election by HTCC Delaware stockholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. | Under the Companies Act, a member of the board of directors may retire or resign at any time by giving notice to the board. When a member of the board of directors leaves office before the expiration of his or her term and no alternate board member has been elected by the shareholders at the General Meeting to replace such director, the other members of the board may arrange for the election at a General Meeting of a new member to hold office for the remainder of the retiring member s term. |
| **Board Quorum and Vote Requirements:** | At any meeting of HTCC Delaware s board of directors, the presence of a majority of the whole board of directors constitutes a quorum for the transaction of business. Except as | At any meeting of Invitel Denmark s board of directors, the presence of a majority of the directors constitutes a quorum for the transaction of business. Resolutions of the board of directors |

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| | otherwise required by law, HTCC Delaware s certificate of incorporation or by-laws, the act of a majority of the directors present at any meeting at which a quorum is present is sufficient for the act of the board of directors. | are passed by a simple majority of votes. Pursuant to the articles of association of Invitel Denmark, the chairman, and in his or her absence, the vice-chairman, will decide matters in the event of a tie vote. |
| **Action of the Board of Directors Without a Physical Meeting:** | Any action required or permitted to be taken at any meeting of HTCC Delaware s board of directors may be taken without a meeting if all members of the board of directors consent thereto in writing, and if such writing or writings are filed with the minutes of proceedings of the board of directors. | Under the Companies Act, the board of directors may, by prior resolution, decide that certain types of board decisions may be taken in writing, provided this is reconcilable with the nature of such decision. Under the Companies Act, the board of directors may also decide that board meetings may be held by electronic means of communication provided this is reconcilable with the responsibilities of the board of directors. Any director may, however, require that a physical board meeting be held. |
| **Center of Management; Principal Place of Business:** | The DGCL does not require a corporation to have a principal place of business within the State of Delaware. HTCC Delaware s bylaws provide that all meetings of HTCC Delaware s stockholders or directors shall be held at a location designated by the board of directors. | Invitel Denmark is required in its articles of association to state the Danish municipality in which it has its registered address. Invitel Denmark is not required to have its principal place of business or day-to-day management at such registered address. |
| **Shareholder Meetings:** | The annual meeting of HTCC Delaware s stockholders is held at such date and time as may be designated by the board of directors and stated in the notice of the meeting. | The annual General Meeting of Invitel Denmark must be held in time for Invitel Denmark s annual report to be filed with the Commerce and Companies Agency within five months following the end of the financial year. |
| | Under the DGCL, special meetings of shareholders may be called by the board of directors and by such other person or persons authorized to do so by the corporation s certificate of incorporation or by-laws. Under HTCC Delaware s by-laws, a special meeting of stockholders may be called by the board of directors or the President and shall be called by the President or the secretary at the written request of the holders of 10% of the outstanding shares entitled to vote. | Extraordinary General Meetings may be convened by the board of directors or the auditor at any time with at least 10 days notice by publication in the Danish Commerce and Companies Agency s information system. Any shareholder is entitled to have specific business considered at a General Meeting if such shareholder submits a written request to the board of directors in a timely manner. Furthermore, extraordinary General |

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| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| | | Meetings for consideration of specific business must be convened by the board of directors not later than two weeks after a written request has been submitted by any shareholder or group of shareholders holding one-tenth of the share capital. |
| **Quorum Requirements:** | Except as required by the DGCL or HTCC Delaware s certificate of incorporation, the presence in person or by proxy of the holders of record of a majority of shares then issued and outstanding and entitled to vote at a meeting of HTCC Delaware stockholders constitutes a quorum for the transaction of business. | Under the Companies Act, a quorum of shareholders is not required for a General Meeting to conduct business. |
| **Action of Shareholders by Written Consent:** | Any action required or permitted to be taken by HTCC Delaware s stockholders are effected at a duly called annual or special meeting. The ability of HTCC Delaware s stockholders to consent in writing to the taking of any action is specifically prohibited by HTCC Delaware s certificate of incorporation. | Under the Companies Act, any decisions that are required to be taken by a meeting of shareholders (including decisions with respect to the election of directors, amendments of articles of association and other similar matters) may only be undertaken at a General Meeting. The formal requirements for notice may only be waived if all shareholders consent to such waiver. |
| **Amendment of Articles of Incorporation, Memorandum of Association:** | Under the DGCL, the certificate of incorporation of a corporation may be amended by resolution of the board of directors and the affirmative vote of the holders of a majority of the outstanding shares of voting stock then entitled to vote. | Invitel Denmark s memorandum of Incorporation cannot be amended subsequent to its adoption. |
| **Amendment of By-laws, Articles of Association:** | The DGCL provides that the stockholders entitled to vote shall have the power to adopt, amend or repeal by-laws. A corporation may, in its certificate of incorporation, confer such powers on the board of directors. HTCC Delaware s certificate of incorporation provides that the by-laws may be amended by the board of directors. However, the decision to introduce a staggered board can only be adopted by the stockholders. | The articles of association of Invitel Denmark may only be amended by a resolution at a General Meeting, except in certain special situations.<br><br>Resolutions to amend the articles of association of Invitel Denmark must, as a general rule, be approved by at least two-thirds of the votes cast as well as two-thirds of the voting share capital represented at the General Meeting. |

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| | | The following resolutions to alter the articles of association require approval by at least nine-tenths of the votes cast and of the voting share capital represented at the General Meeting: (i) amending the shareholders right to receive dividends, or curtailing distribution of the company s assets to the benefit of any party other than the holders of shares in the company and the employees of the company or a subsidiary, (ii) restriction of transferability of the shares, such as adoption of provisions to the effect that the consent of the company is required for a transfer of shares, or that no shareholder may own shares exceeding a specific part of the share capital, (iii) requiring shareholders to allow their shares to be redeemed in situations where the company is not dissolved, (iv) limiting shareholders right to exercise voting rights for their own shares or for shares owned by other parties to a specific part of the votes or of the voting share capital, or (v) if as part of a demerger of the company, the shareholders do not receive votes or shares in each of the recipient companies in the same proportion as in the demerged company. |
| | | In addition, resolutions (i) which are clearly likely to confer undue advantages upon certain shareholders or other parties over other shareholders or over the company, (ii) whereby the obligations of the shareholders towards the company are increased, or (iii) whereby the shareholders are not treated equally, require the consent of all shareholders (or, in the latter case, consent from the affected shareholders). |
| **Preferred Shares** | The board of HTCC Delaware is authorized to issue up to 5 million shares of preferred stock and to determine the terms thereof. | Any issuance of preferred shares of Invitel Denmark will be subject to approval at a General Meeting with at least two-thirds of the votes cast and of the voting share capital represented at such meeting. |

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| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| **Exculpation of Directors, Indemnification of Directors, Officers and Employees:** | Under the DGCL, a corporation may limit or eliminate the personal liability of directors to the corporation and its stockholders for monetary damages for a breach of fiduciary duty as a director. However, a corporation may not limit or eliminate the personal liability of a director for: (a) any breach of the director s duty of loyalty to the corporation or its stockholders; (b) acts or omissions in bad faith or which involve intentional misconduct or a knowing violation of law; (c) intentional or negligent payments of unlawful dividends or unlawful stock purchases or redemption; or (d) any transaction in which the director derives an improper personal benefit.<br><br>The DGCL permits a corporation to indemnify any person party to: (a) any action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, against expenses, including attorneys fees, judgments, fines and reasonable settlement amounts if such person acted in good faith, and with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful; (b) any derivative action or suit on behalf of such corporation against expenses, including attorneys fees, actually and reasonably incurred in connection with the defense or settlement of such action or suit, if such person acted in good faith and reasonably believed that his or her actions were in or not opposed to the best interest of such corporation. | Under the Companies Act, directors and managers who, in connection with the performance of their duties, deliberately or negligently inflict damage on the company shall be liable to compensate the company for such damage. Directors and managers are also liable for damage inflicted on shareholders, creditors of the company, or any third party through a violation of the Companies Act or the company s articles of association. A shareholder may be liable for losses suffered by a company, other shareholders or any third party, to the extent that such losses are the result of a violation of the Companies Act or a company s articles of association, committed deliberately or through gross negligence. In the event that a court finds that there is danger of continued abuse, or that there are other circumstances that support remedial action, a court can require a shareholder who so violates the Companies Act or a company s articles of association to purchase the shares of other shareholders who are injured as a consequence thereof. In such event, the purchase price for such shares will be determined with due regard for the company s financial condition and other matters that the court determines are reasonable in the circumstances. Where several persons become liable to pay compensation at the same time, they are generally deemed to be jointly and severally liable. The concept of indemnification of directors or managers of a company for liabilities arising from their actions toward third parties as directors or managers is not a common practice in Danish law and the enforceability of such indemnification provisions is therefore uncertain. |

| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| | HTCC Delaware s certificate of incorporation provides that HTCC Delaware shall indemnify its directors and officers to the maximum extent permitted by the DGCL. HTCC Delaware s by-laws further provide that HTCC Delaware may purchase insurance, on behalf of it directors, officers, employees and agents, against losses incurred by them in such capacities, whether or not HTCC Delaware would have the power to indemnify such persons under the DGCL. | |
| **Conflict of Interest; Fiduciary Duty:** | The DGCL provides that no contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee of the board which authorizes the contract or transaction, or solely because any such director s or officer s votes are counted for such purpose, if: (a) the material facts as to the director s or officer s relationship or interest as to the contract or transaction are disclosed or are known to the board of directors or a committee of the board, and the board or committee of the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors may be less than a quorum; (b) the material facts as to the director s or officer s relationship | No director may participate in any business (including any voting) relating to an agreement between the company and such director or to legal proceedings involving such director. Additionally, no director may participate in any business relating to agreements between the company and third parties or legal proceedings against third parties if a director has a material interest therein which may be contrary to the interest of the company. Directors and managers shall, on their own initiative, disclose to the board of directors any matter which may question their qualification.<br><br>Under the Companies Act, the board of directors and management of a company have an obligation to act in the best interests of the company and its shareholders. The directors are required to arrange for an appropriate organization of the company s activities. The board of directors is required to assure that the company s accounts and financial administration are controlled in a manner deemed to be satisfactory in view of the company s circumstances. The board of directors is obligated to take into |

| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| | or interest as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (c) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee of the board or the stockholders.<br><br>Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction. | consideration and protect interests other than those of the shareholders. For example, members of the board of directors who have intentionally or negligently caused damage to creditors of a company may be liable to the company s creditors. The board of directors also has an obligation to assure that other laws, such as environmental laws and laws with respect to workers protection, are duly complied with. Under the Companies Act, subject to certain exceptions, a company may not make loans to, or grant a security interest that benefits shareholders of the company, or the directors or managers (or their related parties) of such company or its parent company. |
| **Interested Shareholder Transactions:** | Under Section 203 of the DGCL a Delaware corporation is prohibited from engaging in mergers, dispositions of 10% or more of its assets, certain issuances of stock and other transactions ( business combinations ) with a person or group that owns 15% or more of the voting stock of the corporation (an interested stockholder ) for a period of three years after the interested stockholder crosses the 15% threshold. These restrictions on transactions involving an interested stockholder do not apply if (a) before the interested stockholder owned 15% or more of the voting stock, the board of directors approved the business combination or the transaction that resulted in the person or group becoming an interested stockholder, (b) in the transaction that resulted in the person or group becoming an interested stockholder, the person or group acquired at least 85% of the voting stock other than stock owned by directors who are also officers and under certain employee stock plans, or (c) after the person or group became an interested stockholder, the board of directors and at least two-thirds of the voting stock (other than stock owned by | The Companies Act does not have any similar restrictions to those set forth under Delaware law. |

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| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| | the interested stockholder) approved the business combination at a meeting. | |
| **Corporate Transactions** | Under the DGCL, approval of mergers and consolidations and sales, leases or exchanges of all or substantially all of the property or assets of a corporation requires the affirmative vote of the holders of a majority of the outstanding shares entitled to vote. However, unless required by the articles of incorporation, no vote of stockholders of the corporation surviving the merger is necessary if (i) the merger does not amend the articles of incorporation, (ii) each outstanding share immediately prior to the merger is to be an identical share after the merger, and (iii) either no | Where the company is the surviving entity in a merger, a resolution to merge may be adopted by the board of directors of the surviving company, except when (i) the articles of association will be amended as a result of the merger (other than to include a non-surviving company s name or secondary name as the secondary name of the surviving company), or (ii) shareholders holding 5% of the share capital request a General Meeting in writing within two weeks of the announcement of the merger. |
| | common shares of the corporation and no securities convertible into common shares are to be issued in the merger, or the common shares to be issued, plus those initially issuable on conversion of other securities issued in the merger does not exceed 20% of the common shares of the corporation outstanding immediately before the merger. | The resolution approving the merger must be adopted by at least two-thirds of the votes cast and the voting share capital represented at the General Meeting.<br><br>If the company will not be the surviving entity in a merger, a resolution to merge must be adopted by at least two-thirds of the votes cast and the voting share capital represented at a General Meeting. Certain exemptions apply for mergers between a parent as the surviving entity and a subsidiary in which the parent holds at least 90% of the share capital.<br><br>The General Meeting may effect a demerger by transfer of all or some of its assets to one or more entities to be owned by the company s shareholders if approved by a majority of two-thirds of the votes cast as well as two-thirds of the voting share capital represented at the General Meeting, provided that the shareholders receive votes and shares in each such entity in the same proportion as they held in the company prior to such demerger.<br><br>Sales, leases or exchanges of all or substantially all of the property or |

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| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
|---|---|---|
| | | assets of a corporation may, as a general rule, be adopted by the board of directors by simple majority of votes. |
| **Appraisal Rights:** | Under the DGCL, a stockholder of a constituent corporation in a merger may, under certain circumstances and upon meeting certain requirements, dissent from the merger by demanding payment in cash for his or her share equal to the fair value (excluding any appreciation or depreciation as a consequence or in expectation of the transaction) of such shares, as determined by agreement with the corporation or by an independent appraiser appointed by a court in an action timely brought by the corporation or the dissenters. | Under the Companies Act, in connection with a merger, shareholders in a non-surviving company may claim compensation from the company if they dissent at the General Meeting and if the consideration for their shares is not reasonable and appropriate. In such event, legal action must be instituted by the dissenting shareholder within two weeks of the adoption of the merger. |
| | Delaware law grants dissenters appraisal rights only in the case of certain mergers and not in the case of a sale or transfer of assets or a purchase of assets for stock regardless of the number of shares being issued. Delaware law does not grant appraisal rights in a merger to holders of shares listed on a national securities exchange or held of record by more than 2,000 stockholders unless the plan of merger converts such shares into anything other than stock of the surviving corporation or stock of another corporation which is listed on a national securities exchange or held of record by more than 2,000 stockholders (or cash in lieu of fractional shares or some combination of the above). | |
| **Shareholder Derivative Suits:** | Under Delaware law, a stockholder may bring a derivative action on behalf of the corporation to enforce the rights of the corporation. The person may institute and maintain such a suit only if such person was a stockholder at the time of the transaction which is the subject of the suit. Additionally, under the DGCL, the plaintiff generally must | Any resolution to the effect that a Danish company shall institute legal proceedings against the founders, directors, managers, auditors, investigators or shareholders regarding such persons liabilities towards the company is subject to adoption of a resolution by a simple majority of votes at a General Meeting. Where |

| | HTCC Delaware Stockholder Rights | Invitel Denmark Shareholder Rights |
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| | be a stockholder not only at the time of the transaction which is the subject of the suit, but also through the duration of the derivative suit. The DGCL also requires that the derivative plaintiff make demand on the directors of the corporation to assert the corporate claim before the suit may be prosecuted by the derivative plaintiff, unless such demand would be futile. | shareholders representing at least one-tenth of the share capital oppose the decision in favor of an exemption from liability or in favor of waiving the right to institute legal proceedings against such persons, any shareholder can, at his or her own cost, institute legal proceedings. However, such claimants will be entitled to have costs reimbursed by the company to the extent that the company recovers the costs as a result of such action. |
| **Inspection of Books:** | Under the DGCL, any stockholder may inspect for any proper purpose the stock ledger, list of stockholders and other books and records of a Delaware corporation during the usual hours of business. | Under the Companies Act, the register of shareholders is open for inspection at the company s registered office to shareholders, public authorities and a representative of the employees if the employees have not elected members to the board of directors. Corporate books and records other than minutes of General Meetings and annual reports are generally not open to inspection by shareholders. |

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## THE SPECIAL MEETING

This proxy statement/prospectus is being furnished in connection with the solicitation of proxies from the holders of HTCC Delaware common stock by the HTCC Delaware board relating to the merger and other matters to be voted upon at the special meeting and at any adjournment or postponement of the meeting. This proxy statement/prospectus is also a prospectus for Invitel Denmark securities to be delivered in connection with the merger. HTCC Delaware mailed this proxy statement/prospectus to stockholders beginning on or about February 3, 2009. You should read this proxy statement/prospectus carefully before voting your shares.

### Time, Place and Date

The special meeting of stockholders will be held at 10 a.m., local time, on February 24, 2009, at the offices of Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017-3954, U.S.A.

### Proposals

At the special meeting, you will be asked to consider and vote upon the following items:

- To adopt the agreement and plan of merger, a conformed copy of which is attached hereto as Annex A and described herein, among HTCC Delaware, MergeCo and Invitel Denmark, whereby HTCC Delaware will effectively change its place of incorporation from Delaware to Denmark by merging HTCC Delaware with and into MergeCo, which will be the surviving entity and become a wholly owned, direct subsidiary of Invitel Denmark, and pursuant to which each share of HTCC Delaware will automatically be converted into the right to receive one Invitel Denmark ADS representing one ordinary share of Invitel Denmark, provided that you may elect to receive Invitel Denmark ordinary shares instead of Invitel Denmark ADSs; and

- To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

### Record Date

Only stockholders of record at the close of business on February 2, 2009, as shown in our records, will be entitled to vote, or to grant proxies to vote, at the special meeting. On February 2, 2009 there were 16,425,733 shares of HTCC Delaware common stock outstanding and entitled to vote at the special meeting.

### Quorum

In order to have a quorum, the holders of a majority of the shares of HTCC Delaware common stock outstanding on the record date must be represented in person or by proxy at the special meeting.

### Vote Required

The merger requires the affirmative vote of a majority of outstanding common stock of HTCC Delaware, including the common stock owned by TDC. On February 2, 2009, TDC owned 10,499,782 shares of HTCC Delaware common stock, representing approximately 63.9% of outstanding common stock of HTCC Delaware on that date. TDC has informed us that it intends to vote its shares of outstanding HTCC Delaware common stock in favor of adoption of the agreement and plan of merger. TDC owns sufficient shares of HTCC Delaware common stock to approve the adoption of the agreement and plan of merger and, therefore, no action by any other stockholder of HTCC Delaware is required for the merger and reorganization to be completed.

We do not believe that the interests of our majority stockholder, TDC, or its affiliates differ from those of other stockholders or the company in connection with the reorganization. However, we cannot anticipate whether, or in what form, any differing interests may arise in the future. Conflicts between TDC and minority stockholders may arise with respect to, among other things, the company s strategic direction and significant corporate transactions, conflicts related to corporate opportunities that could be pursued by us on the one hand, or by TDC, on the other hand, or other contractual relationships between us and TDC or its affiliates. If we enter into a loan agreement with TDC in connection with a refinancing of our senior credit facilities agreement and/or our bridge loan agreement, similar conflicts of interest may occur. For more details about this refinancing, see Indicative Terms of 2009 Refinancing on page 123.

HTCC Delaware s common stock is currently traded on the NYSE Alternext stock exchange under the symbol HTC. We intend to apply to list the Invitel Denmark ADSs on the NYSE Alternext stock exchange under the symbol IHO.

Holders of HTCC Delaware common stock will not be entitled to dissenters or appraisal rights under the DGCL in connection with the merger.

**Voting your Shares and Changing your Vote**

***Voting your shares; proxies***

The HTCC Delaware board is soliciting proxies from the HTCC Delaware stockholders. This will give you the opportunity to vote at the special meeting. When you deliver a valid proxy, the shares represented by that proxy will be voted in accordance with your instructions. If you do not vote by marking, signing and mailing your proxy card or by attending the special meeting and voting in person, it will have the same effect as voting against the adoption of the merger agreement.

Stockholders of record may vote by marking, signing and mailing your proxy card in the enclosed postage-prepaid envelope. If you hold your shares of HTCC Delaware common stock in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee when voting your shares. To be effective, a form of proxy must be received by our proxy agent, Continental Stock Transfer & Trust Company, prior to the beginning of voting at the special meeting.

If you hold your shares in street name through a stockbroker, bank or other nominee rather than directly in your own name, you are considered the beneficial owner of shares, and the proxy materials are being forwarded to you by your stockbroker, bank or other nominee together with a voting instruction card. Please carefully consider the information contained in this proxy statement/prospectus and, whether or not you plan to attend the special meeting, please follow the instructions provided to you by your broker, bank or other nominee so that your shares may be voted in accordance with your wishes. To vote at the meeting, beneficial owners will need to contact the broker, bank, or other nominee that holds their shares to obtain a proxy issued in your name to bring to the meeting.

A properly executed proxy marked ABSTAIN will not be voted. However, it may be counted to determine whether there is a quorum present at the special meeting. Accordingly, since the affirmative vote of holders of a majority of the shares of HTCC Delaware common stock entitled to vote at the special meeting is required to adopt the merger agreement, a proxy marked ABSTAIN will have the effect of a vote against this proposal. Broker non-votes (i.e., shares held by brokers or nominees which are represented at a meeting but with respect to which the broker or nominee is not empowered to vote on a particular proposal) will be counted for purposes of determining whether there is a quorum at the special meeting. The NYSE Alternext rules do not permit brokers and nominees to vote the shares that they hold beneficially either for or against the adoption of the merger agreement without specific instructions from the person who beneficially owns those shares. Therefore, if your shares are held by a broker or other nominee and you do not give them instructions on how to vote your shares, this will have the same effect as voting against the merger.

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*Changing your vote by revoking your proxy*

There are three ways in which you may revoke your proxy and change your vote:

First, you may send a written notice to our proxy agent, Continental Stock Transfer & Trust Company, stating that you would like to revoke your proxy of an earlier date. This notice must be received prior to the special meeting.

Second, you may complete and submit a new, later-dated proxy. The latest dated proxy actually received by the company prior to the special meeting will be the one that is counted, and all earlier proxies will be revoked.

Third, you may attend the special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy. At the special meeting, the chairman of the meeting will announce instructions for you to follow if you wish to revoke your proxy and vote in person at the meeting.

If you are a beneficial stockholder, you must contact your broker, bank or other nominee to determine how to change your vote.

**Cost of Solicitation**

HTCC Delaware will bear all expenses in conjunction with the solicitation of the enclosed proxy, including the charges of brokerage houses and other custodians, nominees or fiduciaries for forwarding documents to security owners. In addition, proxies may be solicited by mail, in person, or by telephone or fax by certain of our officers, directors and employees.

HTCC DELAWARE STOCKHOLDERS SHOULD NOT SEND IN THEIR STOCK CERTIFICATES WITH THEIR PROXY CARDS.

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## LEGAL MATTERS

Certain legal matters in connection with the Invitel Denmark ordinary shares have been passed upon for Invitel Denmark by its Danish counsel, Kromann Reumert. Kromann Reumert has also rendered an opinion to Invitel Denmark regarding material Danish income tax consequences of the reorganization described in Material Income Tax Consequences of the Reorganization Material Danish Income Tax Consequences to Stockholders. Certain matters related to material Hungarian income tax consequences described in Material Income Tax Consequences of the Reorganization Material Hungarian Income Tax Consequences to Stockholders have been passed upon by White & Case LLP. Certain matters related to the United States federal income tax consequences described in Material Income Tax Consequences of the Reorganization Material United States Federal Income Tax Consequences to Stockholders have been passed upon by Simpson Thacher & Bartlett LLP. An investment vehicle composed of certain partners of Simpson Thacher & Bartlett LLP, members of their families, related partners and others owns interests representing less than 1% of the capital commitments of certain investment funds that are managed by certain of the private equity firms that control TDC, the parent company of HTCC Delaware.

## EXPERTS

The consolidated financial statements of HTCC Delaware and its subsidiaries as of December 31, 2007 and for the year then ended and management s assessment of the effectiveness of internal control over financial reporting (which is included in Management s Report on Internal Control over Financial Reporting) as of December 31, 2007, included in this proxy statement/prospectus have been so included in reliance on the report, which contains an explanatory paragraph on the effectiveness of internal control over financial reporting due to the exclusion of certain elements of the internal control over financial reporting of the Invitel Tavkozlesi Szolgaltato ZRt. and Tele2 Magyarorszag Kft. businesses that HTCC Delaware acquired during 2007, of PricewaterhouseCoopers Kft., an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Memorex Telex Communications A.G. and its subsidiaries as of December 31, 2007 and for the nine-month period ended December 31, 2007, included in this proxy statement/prospectus have been so included in reliance on the report, which included an explanatory paragraph on the exclusion of comparative figures for the prior years as required by the International Accounting Standards No. 1, Presentation of Financial Statement , of PricewaterhouseCoopers Kft., an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Matel Holdings N.V. and its subsidiaries as of December 31, 2006 and 2005 and for each of the years in the two year period ended December 31, 2006 included in this proxy statement/prospectus have been so included in reliance on the report included herein of KPMG Hungária Kft. given upon their authority as experts in accounting and auditing, which report expresses an unqualified opinion on the consolidated financial position of Matel Holdings N.V. and its subsidiaries as of December 31, 2006 and 2005 and of the results of their operations and their cash flows for each of the years in the two year period ended December 31, 2006.

The consolidated financial statements of HTCC Delaware and its subsidiaries as of December 31, 2006 and for each of the years in the two year period ended December 31, 2006, and the related financial statements schedules included in this proxy statement/prospectus have been so included in reliance on the report included herein of KPMG Hungária Kft. given upon their authority as experts in accounting and auditing, which report expresses an unqualified opinion on the consolidated financial position of HTCC Delaware and its subsidiaries as of December 31, 2006 and of the results of their operations and their cash flows for each of the years in the two year period ended December 31, 2006 and on the related financial statement schedules and includes explanatory paragraphs referring to (1) the adoption of Statement of Financial Accounting Standards 123 (revised 2004),

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Share-Based Payment, and (2) the restatement of the consolidated financial statements to reflect the correction of errors in accounting for embedded derivatives, revenue recognition on certain multiple element arrangements, stock based compensation and income taxes.

HTCC Delaware has agreed to indemnify and hold KPMG Hungária Kft. harmless against and from any and all legal costs and expenses incurred by KPMG Hungária Kft. in successful defense of any legal action or proceeding that arises as a result of KPMG Hungária Kft. s consent to the inclusion of its audit report on the company s past financial statements included in this registration statement.

Both of the foregoing firms are independent registered public accounting firms.

**WHERE YOU CAN FIND MORE INFORMATION**

HTCC Delaware is subject to the informational requirements of the Exchange Act and in accordance therewith files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file at the SEC s public reference room at 100 F Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. HTCC Delaware s SEC filings also are available to the public from commercial document retrieval services and at the World Wide Web site maintained by the SEC at http://www.sec.gov.

The following documents are filed by HTCC Delaware with the SEC and are available upon request from HTCC Delaware:

Annual Report on Form 10-K for the fiscal year ended December 31, 2007;

Quarterly Report on Form 10-Q for the period ended September 30, 2008, dated November 10, 2008;

Quarterly Report on Form 10-Q for the period ended June 30, 2008, dated August 8, 2008;

Quarterly Report on Form 10-Q for the period ended March 31, 2008, dated May 9, 2008; and

Reports on Form 8-K dated November 18, 19, and 28, December 3, 5, and 30, 2008 and January 27, 2009.

Invitel Denmark has filed with the SEC a registration statement on Form F-4 (herein, together with all amendments and exhibits, referred to as the Registration Statement ) under the Securities Act of 1933, as amended (the Securities Act ). This proxy statement/prospectus, which constitutes a part of the Registration Statement, does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted as permitted by the rules and regulations of the SEC. For further information, reference is hereby made to the Registration Statement. Statements made in this proxy statement/prospectus as to the contents of any contract, agreement or other document are not necessarily complete. With respect to each such contract, agreement or other document filed as an exhibit to the Registration Statement or otherwise filed with the SEC, reference is made to the copy so filed, and each such statement shall be deemed qualified in its entirety by such reference.

**FINANCIAL STATEMENTS**

Reference is made to the consolidated financial statements of HTCC Delaware, Memorex Telex Communications A.G., Matel Holdings N.V. and Magyar Telecom B.V. beginning with the index thereto on page F-1.

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND

## FINANCIAL STATEMENTS SCHEDULES

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**REPORT OF INDEPENDENT REGISTERED PUBLIC**

**ACCOUNTING FIRM**

The Board of Directors and Stockholders

Hungarian Telephone and Cable Corp.:

We have audited the consolidated balance sheet of Hungarian Telephone and Cable Corp. and subsidiaries (the Company ) as of December 31, 2006 and the related consolidated statements of operations and comprehensive income (loss), stockholders equity, and cash flows for the years ended December 31, 2006 and 2005. In connection with our audits we have also audited the financial statement schedules I and II for the years ended December 31, 2006 and 2005. These consolidated financial statements and financial statement schedules are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hungarian Telephone and Cable Corp. and subsidiaries as of December 31, 2006, and the results of their operations and their cash flows for the years ended December 31, 2006 and 2005, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules I and II, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein for those years.

Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards 123 (revised 2004), Share-Based Payment, as discussed in Note 1 (m) to the consolidated financial statements.

As disclosed in Note 1 (c) to the consolidated financial statements, the consolidated financial statements have been restated to reflect the correction of errors in accounting for embedded derivatives, revenue recognition on certain multiple element arrangements, stock based compensation and income taxes.

/s/ KPMG Hungária Kft.

Budapest, Hungary

March 19, 2007, except as to notes 1(c), 1(m), 1(q), 10, 11, 12, and 19, and schedule I, which are as of February 29, 2008

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**REPORT OF INDEPENDENT REGISTERED PUBLIC**

**ACCOUNTING FIRM**

To the Board of Directors and Stockholders of

Hungarian Telephone and Cable Corp.

In our opinion, the accompanying consolidated balance sheet and the related consolidated statement of operations and comprehensive income, stockholders equity and cash flows present fairly, in all material respects, the financial position of Hungarian Telephone and Cable Corp. and its subsidiaries at December 31, 2007, and the results of their operations and their cash flows for the year ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

In addition, in our opinion, the financial statement schedules for the year ended December 31, 2007 listed in the accompanying index present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control Over Financial Reporting appearing on page F-5 of the 2007 Annual Report on Form 10-K. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company s internal control over financial reporting based on our integrated audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (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 and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management s Report on Internal Control Over Financial Reporting, management has excluded Invitel Tavkozlesi Szolgaltato ZRt. and Tele2 Magyarorszag Kft. from its assessment of internal control over financial reporting as of December 31, 2007 because they were acquired by the Company in purchase business combinations during 2007. We have also excluded Invitel Tavkozlesi Szolgaltato ZRt. and Tele2 Magyarorszag Kft. from our audit of internal control over financial reporting. Invitel Tavkozlesi Szolgaltato ZRt. and Tele2 Magyarorszag Kft. are wholly-owned subsidiaries those total assets and total revenues represent approximately $672 million, or 61%, and approximately $188 million, or 49%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2007.

/s/ PricewaterhouseCoopers Kft.

Budapest, Hungary

February 29, 2008

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Balance Sheets**

**December 31, 2007 and 2006**

**(In thousands, except share and per share data)**

| | 2007 | 2006 *(as restated (1))* |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | $ 20,897 | $ 18,794 |
| Restricted cash | | 11,850 |
| Accounts Receivable, net of allowance of $17,633 in 2007 and $5,608 in 2006 | 85,684 | 38,336 |
| Current deferred tax asset, net | | 1,668 |
| Derivative financial instruments | 977 | 1,572 |
| Other current assets | 11,277 | 7,785 |
| Total current assets | 118,835 | 80,005 |
| Property, plant and equipment, net | 691,485 | 179,044 |
| Goodwill | 81,534 | 9,622 |
| Intangible assets, net | 200,948 | 50,649 |
| Deferred costs | 14,828 | 5,735 |
| Deferred tax asset, net | | 3,277 |
| Derivative financial instruments | 2,076 | 2,169 |
| Other assets | 485 | 2,883 |
| Total assets | $ 1,110,191 | $ 333,384 |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Balance Sheets**

**December 31, 2007 and 2006**

**(In thousands, except share and per share data)**

| | 2007 | 2006 *(as restated (1))* |
|---|---|---|
| Liabilities and Stockholders Equity | | |
| Current liabilities: | | |
| Current installments of long-term debt | $ 37,114 | $ 34,749 |
| Short-term debt | | 24,657 |
| Current obligations under capital leases | 430 | 469 |
| Accounts payable | 58,797 | 6,793 |
| Accruals | 87,434 | 43,755 |
| Derivative financial instruments | 22,138 | 349 |
| Warrants | | 13,050 |
| Other current liabilities | 9,499 | 7,440 |
| Due to related parties | 1,706 | 2,881 |
| Total current liabilities | 217,118 | 134,143 |
| Long-term debt, excluding current installments | 812,865 | 115,351 |
| Long-term obligations under capital leases, excluding current portion | 13 | 399 |
| Asset retirement obligation | 769 | 578 |
| Derivative financial instruments | 17,381 | 1,371 |
| Deferred tax liabilities | 19,642 | |
| Other non-current liabilities | 6,251 | 7,220 |
| Total liabilities | 1,074,039 | 259,062 |
| Commitments and contingencies | | |
| Minority interest | 8 | |
| Redeemable Equity Securities | 15,049 | |
| Stockholders equity: | | |
| Cumulative Convertible Preferred stock, $.01 par value; $70.00 liquidation value. Authorized 200,000 shares; issued and outstanding 30,000 shares in 2007 and 2006 | | |
| Common stock, $.001 par value. Authorized 25,000,000 shares; issued and outstanding 15,471,950 shares in 2007 and 12,812,665 shares in 2006 | 15 | 14 |
| Additional paid-in capital | 193,013 | 139,999 |
| Accumulated deficit | (188,298) | (91,727) |
| Accumulated other comprehensive income | 16,365 | 26,036 |
| Total stockholders equity | 21,095 | 74,322 |
| Total liabilities and stockholders equity | $ 1,110,191 | $ 333,384 |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Statements of Operations and Comprehensive Income (Loss)**

**Years ended December 31, 2007, 2006 and 2005**

**(In thousands, except share and per share data)**

| | 2007 | 2006 *(as restated (1))* | 2005 |
|---|---|---|---|
| Revenue | $ 385,193 | $ 189,260 | $ 179,643 |
| Operating expenses: | | | |
| Cost of sales (exclusive of depreciation shown below) | 184,552 | 98,016 | 85,318 |
| Selling, general and administrative | 66,348 | 35,101 | 37,845 |
| Severance costs | 9,103 | 700 | 2,533 |
| Depreciation and amortization | 79,003 | 26,137 | 23,968 |
| Total operating expenses | 339,006 | 159,954 | 149,664 |
| Income from operations | 46,187 | 29,306 | 29,979 |
| Other income (expenses): | | | |
| Foreign exchange gains (losses), net | (6,481) | 1,104 | (8,540) |
| Interest expense | (58,744) | (14,883) | (12,623) |
| Gains (losses) on extinguishment of debt | (5,408) | | (1,500) |
| Interest income | 1,295 | 1,329 | 932 |
| Gains (losses) from fair value changes of derivative financial instruments | (54,031) | 2,275 | (255) |
| Gains (losses) from fair value change of warrants | (15,075) | 3,300 | (1,500) |
| Equity in earnings of affiliate | | | 934 |
| Other, net | (883) | (250) | 413 |
| Net income (loss) before income taxes | (93,140) | 22,181 | 7,840 |
| Income tax expense: | | | |
| Current | (7,115) | (5,619) | (4,957) |
| Deferred | 3,775 | 338 | (1,491) |
| Total income tax expense | (3,340) | (5,281) | (6,448) |
| Net income (loss) before cumulative effect of change in accounting principle | $ (96,480) | $ 16,900 | $ 1,392 |
| Cumulative effect of change in accounting principle | | (373) | |
| Minority interest | 8 | | |
| Net income (loss) | $ (96,472) | $ 16,527 | $ 1,392 |
| Cumulative convertible preferred stock dividends | (99) | (105) | (105) |
| Net income (loss) attributable to common stockholders | (96,571) | 16,422 | 1,287 |
| Foreign currency translation adjustment | (9,671) | 10,951 | (14,394) |
| Total comprehensive income (loss) | $ (106,242) | $ 27,373 | $ (13,107) |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Statements of Operations and Comprehensive Income**

**Years ended December 31, 2007, 2006 and 2005**

**(In thousands, except share and per share data)**

(Continued)

| | 2007 | 2006 *(as restated (1))* | 2005 |
|---|---|---|---|
| Basic net income (loss) per common share: | | | |
| Prior to cumulative impact of change in accounting principle | $ (6.23) | $ 1.31 | $ 0.10 |
| Cumulative effect of change in accounting principle | $ | (0.03) | |
| | $ (6.23) | 1.28 | 0.10 |
| Diluted net income (loss) per common share: | | | |
| Prior to cumulative impact of change in accounting principle | $ (6.23) | $ 1.06 | $ 0.10 |
| Cumulative effect of change in accounting principle | $ | (0.02) | |
| | $ (6.23) | $ 1.04 | $ 0.10 |
| Weighted average number of common shares outstanding: | | | |
| Basic | 15,495,764 | 12,810,084 | 12,727,526 |
| Diluted | 15,495,764 | 15,936,296 | 13,389,100 |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Statements of Stockholders Equity**

**Years ended December 31, 2007, 2006 and 2005**

**(In thousands, except share data)**

| | Shares | Common Stock | Preferred Stock | Additional Paid-in Capital *(as restated (1))* | Accumulated Deficit *(as restated (1))* | Accumulated Other Comprehensive Income | Total Stockholders Equity *(as restated (1))* |
|---|---|---|---|---|---|---|---|
| Balances at December 31, 2004 | 12,683,647 | $ 14 | | 146,613 | (109,436) | 29,479 | $ 66,670 |
| Stock based compensation | | | | 1,203 | | | 1,203 |
| Common stock granted to directors | 6,000 | | | 103 | | | 103 |
| Net settlement of stock option exercise | 106,814 | | | (338) | | | (338) |
| Cumulative convertible preferred stock dividends | | | | | (105) | | (105) |
| Net income (loss) | | | | | 1,392 | | 1,392 |
| Foreign currency translation adjustment | | | | | | (14,394) | (14,394) |
| Balances at December 31, 2005 | 12,796,461 | $ 14 | | 147,581 | (108,149) | 15,085 | $ 54,531 |
| Stock based compensation | | | | (7,564) | | | (7,564) |
| Common stock granted to directors | 6,000 | | | 91 | | | 91 |
| Net settlement of stock option exercise | 10,204 | | | (109) | | | (109) |
| Cumulative convertible preferred stock dividends | | | | | (105) | | (105) |
| Net income (loss) | | | | | 16,527 | | 16,527 |
| Foreign currency translation adjustment | | | | | | 10,951 | 10,951 |
| Balances at December 31, 2006 | 12,812,665 | $ 14 | | 139,999 | (91,727) | 26,036 | $ 74,322 |
| Conversion of notes to equity | 2,500,000 | | | 53,125 | | | 53,125 |
| Stock based compensation | 6,500 | | | 139 | | | 139 |
| Net settlement of stock option exercise | 152,785 | 1 | | | | | 1 |
| Cancellation of Director s options | | | | (250) | | | (250) |
| Cumulative convertible preferred stock dividends | | | | | (99) | | (99) |
| Net income (loss) | | | | | (96,472) | | (96,472) |
| Foreign currency translation adjustment | | | | | | (9,671) | (9,671) |
| Balances at December 31, 2007 | 15,471,950 | $ 15 | | 193,013 | (188,298) | 16,365 | $ 21,095 |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows**

**Years ended December 31, 2007, 2006 and 2005**

**(In thousands)**

| | 2007 | 2006 *(as restated (1))* | 2005 |
|---|---|---|---|
| Net income | (96,472) | 16,527 | 1,392 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation of property, plant and equipment | 62,015 | 23,186 | 21,302 |
| Amortization of intangibles | 16,988 | 2,951 | 2,666 |
| Unrealized foreign currency (gain) loss | 9,671 | 59 | 8,427 |
| Gain on sale of fixed assets | (669) | (3,553) | |
| Fair value changes in derivative financial instruments | 54,031 | (2,275) | 255 |
| Fair value changes in warrants | 15,075 | (3,300) | 1,500 |
| Other (income) expenses | 3,911 | 863 | (410) |
| Non-cash interest | 25,699 | 3,203 | 3,705 |
| Deferred taxes | (3,775) | (338) | 1,461 |
| Stock based compensation | (1,319) | (249) | 1,295 |
| Equity in earnings of affiliate | | | (934) |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable | (3,471) | 4,064 | (9,694) |
| Restricted cash | | (527) | 499 |
| Accounts payable and accruals | 17,360 | (262) | 6,540 |
| Other assets and liabilities, net | 5,726 | 4,249 | 5,609 |
| Net cash provided by operating activities | $ 104,770 | 44,598 | 43,613 |
| Cash flows from investing activities: | | | |
| Acquisition of telecommunications network equipment and other intangibles | (65,741) | (23,590) | (22,072) |
| Acquisition of subsidiaries, net of cash acquired | (107,137) | | (7,529) |
| Proceeds from sale of assets | 1,269 | 5,116 | |
| Settlement of derivative financial instruments | (18,054) | | |
| Other | | (2) | 642 |
| Net cash used in investing activities | (189,663) | (18,476) | (28,959) |
| Cash flows from financing activities: | | | |
| Repayments of long-term debt | (188,773) | (23,960) | (95,167) |
| Proceeds from new long-term debt borrowings | 280,780 | | 109,720 |
| Deferred financing costs paid under long-term debt agreement | (18,846) | | (6,490) |
| Principal payments under capital lease obligations | (489) | (394) | (203) |
| Release of restricted cash | 11,850 | | (11,796) |
| Net cash provided by (used in) financing activities | 84,522 | (24,354) | (3,936) |
| Effect of foreign exchange rate changes on cash | 2,474 | 1,943 | (4,011) |

| | | | |
|---|---|---|---|
| Net increase (decrease) in cash and cash equivalents | 2,103 | 3,711 | 6,707 |
| Cash and cash equivalents at beginning of year | 18,794 | 15,083 | 8,376 |
| Cash and cash equivalents at end of year | $ 20,897 | 18,794 | 15,083 |

(1) See Note 1(c) in Notes to Consolidated Financial Statements.

See accompanying notes to Consolidated Financial Statements.

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(1) **Description of Business and Summary of Significant Accounting Policies**

(a) *Description of Business*

Hungarian Telephone and Cable Corp. ( HTCC , and together with its subsidiaries, the Company ) was organized on March 23, 1992 to own and manage telecommunications companies in Hungary. HTCC is 64% owned by TDC A/S ( TDC ). Unless the context requires otherwise, references in this report to the Company , we , us and our refer to Hungarian Telephone and Cable Corp. and its consolidated subsidiaries.

As of December 31, 2007, the Company s principal operating subsidiaries were Hungarotel Tavkozlesi zRt. ( Hungarotel ), Invitel Tavkozlesi zRt. ( Invitel ), PanTel Tavkozlesi es Kommunikacios Kft. ( PanTel ), Tele2 Magyarorszag Kft. ( Tele2 Hungary ), Euroweb Internet Szolgaltato zRt. ( Euroweb Hungary ), Euroweb Romania S.A. ( Euroweb Romania ) and PanTel Technocom Kft. ( PanTel Technocom ).

Our current business is a result of the recent combination of Invitel with our existing business. On April 27, 2007, we acquired Invitel for a total consideration, including the assumption of net indebtedness on closing, of 470 million (approximately $639 million at closing). Invitel was the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services in nine historical concession areas while we were the third largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services in five historical concession areas.

Today, we are the second largest fixed line telecommunications services provider in Hungary and the incumbent provider of fixed line telecommunications services to residential and business customers in our 14 historical concession areas, where we have a dominant market share. We are also the number one alternative fixed line operator outside our historical concession areas. In addition to our Hungarian business, we are a provider of wholesale data and capacity services throughout Central and Eastern Europe.

We operate in the following four market segments: Mass Market Voice, Mass Market Internet, Business and Wholesale.

On October 18, 2007, we purchased the Hungarian business of Tele2, the Swedish-based alternative telecom operator, by purchasing the entire equity interests in Tele2 s Hungarian subsidiary, Tele2 Hungary, for 4 million in cash (approximately $5.6 million at closing). Tele2 Hungary (renamed Invitel Telecom Kft.) provides Carrier Selection and Carrier Pre-Selection fixed line telecommunications services to the Mass Market as a reseller using the network facilities of other operators pursuant to resale agreements.

On December 20, 2007, we entered into an agreement to purchase 95.7% of the outstanding equity in Austrian-based Memorex. The purchase price for Memorex is 30.3 million (approximately $45.8 million at current exchange rates) for the 95.7% equity interest plus the assumption of Memorex debt. We intend to refinance a significant portion of Memorex s debt at closing. We intend to fund the Memorex Acquisition and the refinancing of the assumed Memorex debt with a subordinated bridge loan facility, which we expect to replace in due course with longer term financing. We also intend to buy out the remaining minority shareholders in Memorex. We expect the Memorex Acquisition to be completed by the end of the first quarter 2008.

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(b) *Principles of Consolidation and the Use of Estimates*

The consolidated financial statements include the financial statements of HTCC and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The Company uses the equity method of accounting for its investment in, and earnings of, affiliates that it does not control but over which it exerts significant influence.

The consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). In preparing financial statements in conformity with U.S. GAAP, management is required to make estimates and assumptions. These estimates and assumptions affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as revenues and expenses during the reporting period. Actual results could differ from those estimates.

(c) *Restatements and Reclassifications*

In our Consolidated Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2006 and 2005, we have reclassified the following expenses from selling, general and administrative expenses to cost of sales to conform with our presentation in 2007: (i) sales commissions paid to third party agents; (ii) labor expenses of our network labor force and other employees who perform functions directly related to network maintenance; and (iii) expenses relating to the operation and maintenance of our network. For the years ended December 31, 2006 and 2005, $17,549,000 and $15,915,000, respectively, were reclassified. We have also reclassified $1,285,000 in respect of telecoms software from property, plant and equipment, net to intangible assets, net in our Consolidated Balance Sheet as at December 31, 2006, to conform with our presentation as at December 31, 2007.

We determined that we misstated our Consolidated Financial Statements for the year ended December 31, 2006 in connection with our accounting for embedded derivatives. We determined that we had accounted for a gain of $832,000 (before tax of $140,000) instead of a loss of $935,000 (before tax of $187,000) in our Consolidated Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2006 due to a clerical error. We have restated our Consolidated Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2006 for these amounts. The reversal of the gain of $832,000 reduces our foreign exchange gains (losses), net and the loss of $935,000 reduces our gain from fair value changes of derivative financial instruments.

We determined that we misapplied SFAS No. 13 Accounting for Leases and EITF Issue No. 00-21 Revenue Arrangements with Multiple Deliverables in connection with certain contracts we signed with another telecommunications service provider under which we sold and leased certain of our network assets to the service provider to provide them with a network. The contracts included our provision of maintenance services over a contracted period of time. In connection with these contracts, we have restated our Consolidated Financial Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2006 by $4,472,000 (before tax of $715,000), by reducing our revenue and increasing our deferred income.

Effective January 1, 2006, we adopted Statement of Financial Accounting Standard ( SFAS ) No. 123 (revised 2004), Share-Based Payment, ( SFAS 123R ). SFAS 123R requires the measurement and recognition of compensation expense based on the fair value of the employee stock based awards issued. We have determined that certain awards previously treated as

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

variable awards under Accounting Principles Board ( APB ) No. 25, Accounting for Stock Issued to Employees , ( APB 25 ) should be classified a liability awards rather than as equity awards under SFAS 123R. As a result, we have restated our Consolidated Financial Statements for the year ended December 31, 2006 to reflect the revaluation of these awards with a corresponding adjustment in earnings. The restatement resulted in the recognition of $373,000 in compensation expense related to the adoption of SFAS 123R as a cumulative effect of a change in accounting principle on January 1, 2006 and a decrease in compensation expense of $1,207,000 relating to the revaluation of outstanding stock option awards under SFAS 123R for the year ended December 31, 2006. The decrease in compensation expense is included in our selling, general and administrative expenses.

We determined that we made clerical calculation errors in our deferred tax calculation and an error in our corporate income tax calculation for the year ended December 31, 2006. We restated our Consolidated Financial Statements of Operations and Comprehensive Income (Loss) for the year ended December 31, 2006 by increasing our current tax expense by $584,000 and increasing our deferred tax benefit by $350,000.

We have restated basic and diluted earnings per share for 2006 as a result of these restatements.

The following table sets forth the effects of the restatements on our previously reported earnings for the year ended December 31, 2006:

| *(in thousands, except per share data)* | **2006** |
|---|---|
| Net income as reported | $ 21,124 |
| Embedded derivatives | (1,440) |
| Revenue recognition on multiple element arrangements | (3,757) |
| Stock based compensation | 834 |
| Current and deferred taxes | (234) |
| Net income as restated | $ 16,527 |
| Earnings per share (basic): | |
| As reported | $ 1.64 |
| As restated | $ 1.28 |

(d) *Revenue Recognition*

Revenue is primarily earned from providing access to and usage of our networks and facilities. Access revenue is billed one month in advance and recognized the following month when earned. Revenue based on measured traffic is recognized when the service is rendered (see further description below).

Our market segments are as follows:

Mass Market Voice. The revenue generated from the fixed line voice and voice-related services provided to Mass Market customers within our historical concession areas and outside our historical concession areas in Hungary. Mass Market Voice revenue comprises monthly fees charged for accessing our network, time based fixed-to-mobile, local, long distance and international call charges, interconnect charges on calls terminated in our network, monthly fees for value added services, subsidies, one-time connection and new service fees, as well as monthly fees for packages with built-in call minutes.

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Mass Market Internet. The revenue generated from dial-up and DSL Internet connections provided to Mass Market customers in Hungary both inside and outside our historical concession areas. Mass Market Internet revenue comprises dial-up revenue, which is generated through a combination of time based and access fees, and DSL revenue, which is generated through a variety of monthly packages.

Business. The revenue generated from the fixed line voice, data and Internet services provided to business, government and other institutional customers nationwide. Business revenue comprises access charges, monthly fees, time based fixed-to-mobile, local, long distance and international call charges, interconnect charges on calls terminated in our network, monthly fees for value added services, Internet access packages and regular data transmission services. In addition, Business revenue includes revenue from leased line, Internet and data transmission services which is comprised of fixed monthly rental fees based on the capacity/bandwidth of the service and the distance between the endpoints of the customers.

Wholesale. The revenue generated from voice and data services provided on a wholesale basis to resellers to use our excess network capacity. Wholesale revenue comprises rental payments for high bandwidth leased line services, which are based on the bandwidth of the service and the distance between the endpoints of the customers, and voice transit charges from other Hungarian and international telecommunications service providers, which are based on the number of minutes transited.

Revenue from connection fees is deferred over the term of the related contract. Leased line and data transmission revenue is recognized in the period of usage, in which the service is available to the customer. Revenue from prepaid call services is deferred when the prepaid package is sold to the customer and is recognized when calls are made.

(e) *Cost of Sales*

Our cost of sales is comprised of interconnect charges, access type charges, sales commissions and other cost of sales. Interconnect charges are paid to other fixed line and mobile operators to transport and terminate calls from our customers. Access type charges are paid to incumbent fixed line operators for the setting of Carrier Selection and Carrier Pre-Selection services and access costs for leased lines.

(f) *Allowance for Doubtful Accounts*

We maintain an allowance for doubtful accounts for estimated losses resulting from customers or carriers failure to make payments on amounts due to us. These estimates are based on a number of factors including: 1) historical experience; 2) aging of trade accounts receivable; 3) amounts disputed and the nature of the dispute; 4) bankruptcy; 5) general economic, industry or business information; and 6) specific information that we obtain on the financial condition and current credit worthiness of customers or carriers.

All receivables fall due within one year, except that long overdue receivables, which are overdue by more than one year, are carried in the accounts receivable balance in the amount of $12,995,000 and $3,417,000 at December 31, 2007 and 2006, respectively, as the current Hungarian legislation places restrictions on the write off of receivables as a tax-deductible expense until sufficient proof exists for the receivable to be cleared from the accounts.

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(g) *Foreign Currency Translation*

We use the Hungarian forint ( HUF ) as the functional currency for our Hungarian subsidiaries and the local currency in the case of our significant non-Hungarian subsidiaries. The Hungarian and non-Hungarian subsidiaries assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the balance sheet date. Results of operations are translated using the average exchange rates prevailing throughout the period. The effects of exchange rate fluctuations on translating non-U.S. dollar denominated assets and liabilities into U.S. dollars are accumulated as part of other comprehensive income in stockholders equity.

The translation of the subsidiaries Hungarian Forint denominated balance sheets into U.S. dollars, as of December 31, 2007, has been affected by the strengthening of the Hungarian forint against the U.S. dollar from 191.62 as of December 31, 2006 to 172.61 as of December 31, 2007, an approximate 11% appreciation in value. The average Hungarian Forint/U.S. dollar exchange rates used for the translation of the subsidiaries Hungarian Forint denominated statements of operations and statements of cash flows into U.S. dollars for the years ended December 31, 2007, 2006 and 2005 were 183.83, 210.39 and 199.59, respectively.

(h) *Advertising and Marketing Costs*

We expense advertising and marketing costs as they are incurred. Advertising and marketing costs for the years ended December 31, 2007, 2006 and 2005 were $6,216,000, $2,049,000 and $1,898,000, respectively.

(i) *Cash and Cash Equivalents*

We consider all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

(j) *Property, Plant and Equipment*

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets. Plant and equipment under capital leases are initially stated at the present value of minimum lease payments and subsequently amortized over the shorter of their useful lives or the lease term.

The estimated useful lives of property, plant and equipment are as follows:

| | |
|---|---|
| Land and buildings | 25 to 50 years |
| Telecommunications equipment | 3 to 25 years |
| Other equipment | 3 to 7 years |

We evaluate the carrying value of items of property, plant and equipment to be held and used whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying value of an item of property, plant and equipment is considered impaired when the projected undiscounted future cash flows related to the asset are less than its carrying value. We measure impairment based on the amount by which the carrying value of the respective asset exceeds its fair value. Fair value is determined primarily using the projected future cash flows discounted at a rate commensurate with the risk involved.

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(k) *Goodwill*

Goodwill is calculated as the amount of fair value of purchase price paid over the fair value of the net assets acquired in a business combination. Fair values of the assets are determined using different valuation techniques depending on the nature of the assets. Items of existing property, plant and equipment and intangible assets are valued using the Depreciated Replacement Cost and Sales Comparison valuation methods. Newly identified intangible assets are valued using the Multi-Period-Excess-Earnings Method in the case of customer related intangible assets, and the Relief-from-Royalty Method in the case of marketing related intangible assets and the Reproduction Cost Method for software.

Goodwill is not amortized but rather tested at least annually for impairment. During 2007, 2006 and 2005, we performed the required annual impairment test with respect to goodwill. The first step of this test requires us to compare the carrying value of any reporting unit that has goodwill to the estimated fair value of the reporting unit. If the current fair value is less than the carrying value, then we will perform the second step of the impairment test. This second step requires us to measure the excess of the recorded goodwill over the current implied value of the goodwill, and to record any excess as impairment. Based upon the results, we concluded that there was no impairment of the carrying value of goodwill reported in our financial statements for the years ended December 31, 2007, 2006, and 2005.

(l) *Intangible Assets*

Intangible assets that have indefinite useful lives (whether or not acquired in a business combination) are not amortized but rather are tested at least annually for impairment.

Intangible assets that have finite useful lives (whether or not acquired in a business combination) are amortized over their estimated useful lives. Intangible assets, all of which have finite lives, consist of concession rights, software, property rights, capitalized subscriber acquisition costs and other intangible assets. Property rights include rights of use and rights of way. The rights of way allow us to operate our country-wide telecommunications network along the railroad tracks owned by the Hungarian National Railway ( MAV ). Rights of use refer to the rights to use networks owned by third parties.

The estimated useful lives of intangible assets are as follows:

| | |
|---|---|
| Customer relationships | 16 years |
| Trademark | indefinite |
| Concession Rights | 25 years |
| Property rights | 1-43 years |
| Software | 1 to 3 years |
| Other | 1 to 4 years |

We evaluate the carrying value of intangible assets to be held and used whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying value of an intangible asset is considered impaired when the projected undiscounted future cash flows related to the asset are less than its carrying value. We measure impairment based on the amount by which the carrying value of the respective asset exceeds its fair value. Fair value is determined primarily using the projected future cash flows discounted at a rate commensurate with the risk involved.

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(m) *Stock Based Compensation*

We have three equity compensation plans: the stock option plan that was adopted by our Board of Directors in April 1992, which was amended and renamed upon the approval of our stockholders in 2002 (the 2002 Plan ); the Non-Employee Director Stock Option Plan (the Directors Plan ) which was established by our Board of Directors in 1997; and the 2004 Long-Term Incentive Plan (the 2004 Plan ) which was approved by our stockholders in 2004.

As of December 31, 2007, we had outstanding options to purchase 80,000 shares of common stock issued from the 2002 Plan; outstanding options to purchase 100,000 shares of common stock issued from the Directors Plan; and outstanding options to purchase 390,000 shares of common stock under the 2004 Plan.

Upon the approval of the 2004 Plan, we agreed not to issue any more options from either the 2002 Plan or the Directors Plan. The 2004 Plan authorized 1,000,000 shares of common stock for awards. In addition to such 1,000,000 shares, the 2004 Plan includes any shares of common stock that remained available for issuance under the 2002 Plan and the Directors Plan as of the date the 2004 Plan was approved by our stockholders. As of the adoption of the 2004 Plan, 424,410 shares of common stock which were then available for issuance under the 2002 Plan were rolled over and available for issuance under the 2004 Plan and 88,716 shares of common stock which were then available for issuance under the Directors Plan were rolled over and available for issuance under the 2004 Plan. In addition, any shares of common stock subject to awards outstanding under the 2002 Plan or the Directors Plan at the time of the adoption of the 2004 Plan which subsequently lapse, expire or otherwise terminate without the issuance of such shares of common stock are also available for awards under the 2004 Plan.

Stock options from the 2004 Plan may be either incentive stock options under Section 422 of the U.S. Internal Revenue Code or options not intended to qualify as incentive stock options ( nonqualified options ). The term of an option cannot exceed ten years from the date of grant. All options must have an exercise price that is not less than the fair market value of a share of common stock on the date of grant. Upon exercise of an option, the participant may pay the option price in cash, by delivering shares of common stock to the Company or by having the Company withhold shares otherwise deliverable to the participant upon exercise ( net exercise ). An option may also be exercised through a cashless exercise procedure involving a broker or dealer. The net exercise feature resulted in variable accounting under the previous accounting rules.

Effective January 1, 2006, we adopted Statement of Financial Accounting Standard ( SFAS ) No. 123 (revised 2004), Share-Based Payment, ( SFAS 123R ). SFAS 123R requires the measurement and recognition of compensation expense based on the fair value of the employee stock based awards issued. Compensation expense for awards and related tax effects are recognized as they vest. We adopted SFAS 123R using the modified prospective transition method. Under this transition method, compensation cost recognized effective January 1, 2006 includes: (1) compensation cost for all share based awards granted prior to, but not yet vested as of, January 1, 2006 based on the original measure of the grant date fair value method under the provisions of SFAS 123 for pro-forma disclosure; and (2) compensation cost for all share-based awards granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Results for periods prior to the adoption of the new standard were not restated at the time of transition.

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In addition, awards previously treated as variable awards are classified as liability awards under the new standard and are subject to revaluation each period, with a corresponding adjustment in earnings for changes in the fair value of outstanding awards.

For the year ended December 31, 2007, we recognized a compensation benefit of $1,319,000 related to stock options according to SFAS 123R. For the year ended December 31, 2006, we recognized $373,000 of compensation expense related to the adoption of SFAS 123R as a cumulative effect of a change in accounting principle, and a decrease in compensation expense of $1,207,000 relating to the revaluation of outstanding option awards under SFAS 123R. For the year ended December 31, 2005, we recognized $1,203,000 of compensation expense related to the variable method of accounting.

As a result of adopting SFAS 123R on January 1, 2006, our loss before income taxes and net loss attributable to common stockholders for the year ended December 31, 2007 are $794,000 and $758,000 higher, respectively, than if we had continued to account for share-based compensation under APB Opinion No. 25 and followed the variable method of accounting. As a result of adopting SFAS 123R on January 1, 2006, our income before income taxes and net income attributable to common stockholders for the year ended December 31, 2006 are $827,000 and $697,000 lower, respectively, than if we had continued to account for share-based compensation under APB Opinion No. 25 and followed the variable method of accounting. Basic and diluted loss per common share would have been $6.17 and $6.16, respectively, for the year ended December 31, 2007 if we had not adopted SFAS 123R. Reported basic and diluted loss per common share were $6.23 and $6.23, respectively, for the year ended December 31, 2007.

The following table illustrates the effect on net income and earnings per common share if we had applied the fair value recognition provisions of SFAS 123R to options granted under our stock option plans for year ended December 31 2005. For purposes of this pro forma disclosure, the value of the options is estimated using the Black-Scholes option-pricing model and amortized to expense over the options vesting periods:

| *(in thousands)* | **2005** |
|---|---|
| Net income attributable to common stockholders | $ 1,287 |
| Plus: stock-based compensation expense included in reported earnings | 1,295 |
| Less: stock-based compensation expense determined under fair-value method | (1,321) |
| Pro forma Earnings | $ 1,261 |
| Earnings per share Basic: | |
| As restated | $ 0.10 |
| Pro forma | $ 0.10 |
| Earnings per share Diluted: | |
| As restated | $ 0.10 |
| Pro forma | $ 0.09 |

Upon the adoption of SFAS 123R, expected volatility was based on historical volatilities. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected option life assumed at the date of grant. The expected term was calculated based on historical experience and represents the time period options actually remained outstanding. We have estimated zero forfeitures based on historical experience and the limited number of option holders.

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The weighted average assumptions used in the Black-Scholes option-pricing model are as follows:

| | 2007 | 2006 | 2005 |
|---|---|---|---|
| Dividend yield | 0% | 0% | 0% |
| Risk free rate | 3.46% | 4.46% | 4.47% |
| Expected option life (years) | 6 | 10 | 10 |
| Volatility | 34.8% | 38.0% | 43.0% |

(n) *Income Taxes*

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected corporate income tax and Hungarian local business tax payable on taxable income for the year, using tax rates enacted at the balance sheet date and any adjustment to tax payable in respect of previous years.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities, net of valuation allowances, are recognized for the future tax consequences attributable to operating loss and tax credit carry-forwards, and differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Interests and penalties associated with income tax are included in current tax expense.

(o) *Fair Value of Financial Instruments*

Our financial instruments include cash, receivables, other current assets, accounts payable, accruals and other current liabilities and short- and long-term debt. The carrying amounts of cash, receivables, other current assets, accounts payable, accruals and other current liabilities and short-term debt approximate fair value due to the short-term nature of these instruments. The fair value of long-term debt approximates its carrying value as the debt carries a floating interest rate.

(p) *Derivative Financial Instruments*

We account for derivative financial instruments in accordance with SFAS 133, Accounting for Derivative Instruments and Hedging Activities, as amended, which requires that all derivative instruments be recorded on the balance sheet as either assets or liabilities and be measured at their respective fair values. The accounting treatment of changes in fair value is dependent upon whether or not a derivative instrument is designated as a hedge and if so, the type of hedge and its effectiveness as a hedge.

We engage in foreign currency and interest rate hedging activities to reduce the risk that changes in currency exchange rates and interest rates will adversely affect the eventual net cash flows resulting from our debt obligations.

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We do not enter into financial instruments for trading or speculative purposes. However the derivative instruments we use are not designated as hedges under SFAS 133 for accounting purposes and, as such, are referred to as undesignated hedges. Changes in the fair value of undesignated hedges are therefore recorded in current period earnings as a gain or loss on derivative instruments.

In the ordinary course of business, we enter into contractual arrangements with other telecommunications service providers to provide and receive telephone services, and for other services such as the lease of office space. Certain of these arrangements are denominated in currencies other than the functional currency of either party, and are required to be accounted for separately from the host contract as derivatives at fair value. Changes in fair value of such derivatives are accounted for as a gain or loss on derivative instruments.

We did not have any financial instruments designated as hedges under SFAS 133 for the years ended December 31, 2007, 2006 and 2005.

(q) *Earnings per Share*

Basic earnings per share ( basic EPS ) is computed by dividing income attributable to common stockholders by the weighted average number of common shares outstanding for the period. The computation of diluted EPS is similar to the computation of basic EPS, except that the weighted average shares outstanding are increased to include additional shares from the assumed exercise of stock options and warrants, and the conversion of the convertible preferred stock, where dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised, or preferred securities were converted and the proceeds were used to acquire shares of common stock at the average market price during the reporting period, except with respect to warrants that can be exercised through the tender of notes where the warrant holder has no economic advantage to tender in cash. For warrants that can be exercised through the surrender of notes, exercise is assumed through such surrender provided that exercise in cash is not more advantageous to the warrant holder and the numerator of the diluted earnings per share computation is adjusted by interest on the debt and fair value changes in the warrant (net of tax).

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The following is a reconciliation from basic earnings per share to diluted earnings per share for each of the years ended December 31, 2007, 2006 (as restated see Note 1(c)) and 2005:

| *($ in thousands, except share data)* | **2007** | **2006** | **2005** |
|---|---|---|---|
| Net income (loss) before cumulative effect of change in accounting principle after minority interest | $ (96,472) | $ 16,900 | $ 1,392 |
| Cumulative effect of change in accounting principle (A) | $ | $ (373) | $ |
| Net income (loss) (B) | $ (96,472) | $ 16,527 | $ 1,392 |
| Preferred stock dividends (C) | $ (99) | $ (105) | $ (105) |
| Net income (loss) attributable to common stockholders (D) | $ (96,571) | $ 16,422 | $ 1,287 |
| Determination of shares: | | | |
| Weighted average common shares outstanding basic (E) | 15,495,764 | 12,810,084 | 12,727,526 |
| Assumed conversion of dilutive stock options and cumulative convertible preferred stock | | 3,126,212 | 661,574 |
| Weighted average common shares outstanding diluted (F) | 15,495,764 | 15,936,296 | 13,389,100 |
| Basic net income (loss) per common share: | | | |
| Prior to cumulative effect of change in accounting principle ((D+A)/E) | $ (6.23) | $ 1.31 | $ 0.10 |
| Cumulative effect of change in accounting principle (A/E) | $ | $ (0.03) | $ |
| Total | (6.23) | 1.28 | 0.10 |
| Diluted net income (loss) per common share: | | | |
| Prior to cumulative effect of change in accounting principle ((B+A)/F) | $ (6.23) | $ 1.06 | $ 0.10 |
| Cumulative effect of change in accounting principle (A/F) | $ | $ (0.02) | $ |
| | $ (6.23) | $ 1.04 | $ 0.10 |

Included in weighted average common shares outstanding for 2007 are 938,550 redeemable equity securities issued to certain members of management in connection with the Invitel Acquisition.

For the years ended December 31, 2007, 2006 and 2005 common stock equivalents, warrants and convertible preferred stock of 572,017, 55,000 and 2,500,000, respectively, were excluded from the computation of diluted earnings per share since the effects of inclusion would have been anti-dilutive.

(r) *Recently Adopted Accounting Pronouncements*

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109, Accounting for Income Taxes ( FIN 48 ), which clarifies the accounting for uncertainty in income taxes. FIN 48 establishes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 requires that we recognize in the financial statements, the impact of a tax position, if that position is

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more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN 48 were effective beginning January 1, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The adoption of FIN 48 has not had a material effect on our financial position or results of operations.

(s) *Recently Issued Accounting Pronouncements*

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value in GAAP, and enhances disclosures about fair value measurements. SFAS 157 applies when other accounting pronouncements require fair value measurements; it does not require new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. Earlier application is encouraged, provided the entity has not yet issued financial statements, including financial statements for any interim period for that fiscal year. In February, 2008 the FASB issued a Staff Position that delays the effective date of SFAS 157. Delayed application of SFAS 157 is permitted for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. We are currently evaluating the effect that the adoption of SFAS 157 will have on our consolidated results of operations and financial position or cash flows.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 ( SFAS 159 ), which permits entities to choose to measure many financial instruments and certain warranty and insurance contracts at fair value on a contract-by-contract basis. SFAS 159 applies to all reporting entities, including not-for-profit organizations, and contains financial statement presentation and disclosure requirements for assets and liabilities reported at fair value as a consequence of the election. SFAS 159 is effective as of the beginning of an entity s first fiscal year that begins after November 15, 2007. Early adoption is permitted subject to certain conditions; however an early adopter must also adopt SFAS No. 157, Fair Value Measurements , at the same time. We are currently evaluating the effect that the adoption of SFAS 159 will have on our consolidated results of operations and financial position or cash flows.

In December 2007, the FASB issued SFAS No. 141 Revised, Business Combinations ( SFAS 141R ), which replaces SFAS 141, Business Combinations . SFAS 141R establishes principles and requirements for measurement of identifiable assets and liabilities in a business combination and the measurement and recognition of goodwill acquired in the business combination or a gain from a bargain purchase. The standard also determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. SFAS 141R requires transaction costs to be expensed as incurred, rather capitalizing as a cost of the acquisition, recording contingent at fair value with subsequent adjustments in income and reduction in valuation allowances on deferred taxes in income rather than goodwill. The impact of the adoption of SFAS 141 will depend on the nature and timing of our future acquisitions.

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In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment of ARB No. 51 ( SFAS 160 ), which we will adopt on January 1, 2009. SFAS 160 will significantly change the accounting and reporting related to a non-controlling interest in a subsidiary. After adoption, non-controlling interests will be classified as shareholders equity, a change from its current classification between liabilities and shareholders equity. Earnings attributable to minority interests will be included in net income, although such earnings will continue to be deducted to measure earnings per share. Purchases and sales of minority interests will be reported in equity. We do not expect that the adoption of SFAS 160 will have a material impact on our financial statements.

(2) **Acquisitions**

*Acquisition of PanTel*

On June 30, 2005, we completed our final purchase allocation of the PanTel business that was acquired in a two-step transaction, 24.9% on November 10, 2004 and the remaining 75.1% on February 28, 2005 (the Pantel Acquisition ). The estimated fair values of assets acquired and liabilities assumed as of February 28, 2005 were determined in accordance with SFAS No. 141 Business Combinations and we were required to allocate the cost of an acquired business based on the estimated fair values of assets acquired and liabilities assumed.

The purchase price for the PanTel business was arrived at by arms length negotiations between us and the sellers. The total purchase price of $120.1 million included: (i) the payment of cash of 26.9 million ($35.4 million at historical exchange rates), (ii) 250,000 shares at a fair value of $2.7 million, (iii) transaction costs of $1.5 million and (iv) debt assumed of 66 million ($80.5 million at historical exchange rates). Under the purchase method of accounting, the purchase price is allocated to the net tangible and intangible assets based upon their estimated fair values as of the date of the acquisition. $30.2 million has been calculated as negative goodwill that represented the excess of the fair value of the net tangible and intangible assets acquired over the purchase price. Negative goodwill is due to the decision of the majority shareholder of the PanTel business to divest its investments in Central and Eastern Europe. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, negative goodwill has been proportionally allocated to reduce long-lived assets.

The closing of the transaction occurred on February 28, 2005 and the results of the PanTel business for the ten months ended December 31, 2005 (and the Balance Sheet as at December 31, 2005) have been consolidated into our financial statements for the year ended December 31, 2005.

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The following represents the final allocation of the purchase price paid for the PanTel business based on the fair values of the acquired assets and assumed liabilities as of February 28, 2005:

| *(in thousands)* | **February 28, 2005** |
|---|---|
| Current assets | $ 48,232 |
| Fixed assets, net | 62,425 |
| Intangible assets | 49,488 |
| Other non-current assets | 1,940 |
| Current and non-current liabilities | (42,004) |
| Net assets acquired | $ 120,081 |
| Purchase Price: | |
| Long-term debt assumed | 80,514 |
| Cash | 35,367 |
| Shares issued | 2,700 |
| Transaction costs | 1,500 |
| Total purchase price | $ 120,081 |

The following table presents our unaudited summarized combined results of operations, on a pro forma basis, as though the PanTel Acquisition had been completed as of January 1, 2005:

| *(in thousands, except share data)* | **Year ended December 31, 2005** |
|---|---|
| Revenues | $ 197,357 |
| Income from operations | 34,134 |
| Foreign exchange (losses) gains, net | (4,118) |
| Interest expense | 14,712 |
| Net income | 12,473 |
| Net income per share | $ 0.98 |

The above unaudited pro forma summarized results of operations are intended for informational purposes only and, in our opinion, are not indicative of our results of operations we could have had if the PanTel Acquisition had actually taken place as of January 1, 2005. The unaudited pro forma summarized results of operations do not include potential cost savings from operating efficiencies or synergies that may result from the PanTel Acquisition.

*Acquisition of Matel Holdings N.V.*

On April 27, 2007, pursuant to a Sale and Purchase Agreement that we entered into with Invitel Holdings N.V. on January 8, 2007, we completed our acquisition of 100% of the issued ordinary shares of Matel Holdings and thus 99.98% of the outstanding shares of Invitel (the Invitel Acquisition ).

The primary reason for the Invitel Acquisition was that this business combination significantly strengthens our position as the second largest fixed line telecommunications service provider and the number one alternative fixed line operator in Hungary. The Invitel Acquisition provides us with a larger customer base, a more extensive backbone network and enables us to benefit from Invitel s and Hungarotel s combined 14 geographically clustered historical concession areas. The business

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combination also provides us with a more substantial platform from which to take advantage of key potential service development opportunities and any further market consolidation. The combined business will also benefit from a greater diversity in its sources of revenue, which will make us less susceptible to market pressures in any single market.

The purchase price, including the assumption of net indebtedness, was 470 million. We used a discounted cash flow methodology and comparable trading multiples in determining the purchase price.

The purchase price was increased by transaction and other directly related expenses. The total purchase consideration of 479 million included: (i) the payment of cash in the amount of 71 million (approximately $96 million at closing), (ii) 938,550 shares issued by HTCC at a fair value of 11 million (approximately $15 million at closing), (iii) transaction costs and other directly related expenses of 11 million (approximately $15 million at closing) and (iv) net debt assumed of 389 million (approximately $525 million at closing, the Assumed Net Debt ). The Assumed Net Debt consists primarily of (a) 133 million in aggregate principal amount and accrued interest of floating rate senior PIK notes due 2013 (the 2006 PIK Notes ), (b) 145 million in aggregate principal amount of 10 3/4% Senior Notes due 2012 (the 2004 Notes ), and (c) a Facilities Agreement in the amount of 116 million, which was amended and restated in connection with the Invitel Acquisition (the Amended Facilities Agreement ) less cash and cash equivalents on closing.

The Invitel Acquisition was financed by: (i) the issuance on April 27, 2007 of Floating Rate Senior Notes, due 2013, for an amount of 200 million (the 2007 Notes ), which proceeds were used to pay part of the Invitel Acquisition consideration and to refinance our existing Credit Facility, and (ii) the issuance of 938,550 shares of our common stock to certain members of Invitel s management team. In order to clarify the rights of the creditors under the various debt instruments, HTCC Holdco II B.V., Matel Holdings and various creditors and certain other parties also entered into an amended and restated Intercreditor Agreement (the Intercreditor Agreement ).

Under the purchase method of accounting, and in accordance with SFAS No. 141, Business Combinations , we are required to allocate the cost of an acquired business based on the estimated fair values of the assets acquired and liabilities assumed. We finalized the purchase price allocation and determined $71 million in goodwill, which represents the excess of the purchase price over the fair value of the net assets acquired.

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The following represents the final allocation of the purchase price paid for Matel Holdings based on the fair values of the acquired assets and assumed liabilities as of April 27, 2007:

| *(in thousands)* | **April 27, 2007** |
|---|---|
| Current assets | $ 50,754 |
| Property, plant and equipment | 476,146 |
| Intangible assets | 132,921 |
| Other non-current assets | 13,174 |
| Deferred tax | (28,721) |
| Current and non-current liabilities | (63,608) |
| Net assets acquired | $ 580,666 |
| Purchase Price: | |
| Long-term debt assumed | 525,192 |
| Cash | 96,483 |
| Shares issued | 15,052 |
| Transaction costs and other directly related expenses | 14,865 |
| Total purchase price | $ 651,592 |
| Goodwill | $ 70,926 |

The following table presents the fair values of major components of the intangible assets acquired:

| *(in thousands)* | **April 27, 2007** | **Weighted average amortization period** |
|---|---|---|
| Customer relationships | $ 62,991 | 16 years |
| Trademark | 27,038 | indefinite |
| Homezone | 2,030 | 4 years |
| 3.5 GHz license | 13,033 | 9 years |
| Right of ways | 1,921 | 14 years |
| Software | 16,893 | 4 years |
| Other intangible assets | 9,015 | 3 years |
| Total: | $ 132,921 | |

The closing of the transaction occurred on April 27, 2007 and the consolidated results of Matel Holdings for the eight months ended December 31, 2007 (and the balance sheet as at December 31, 2007) have been consolidated into our financial statements.

*Acquisition of Tele2 Hungary*

On October 18, 2007, we purchased the Hungarian business of Tele2, the Swedish-based alternative telecom operator by purchasing the entire equity interests in Tele2 s Hungarian subsidiary, Tele2 Magyarorszag Kft. ( Tele2 Hungary ). Tele2 Hungary (since renamed Invitel Telecom Kft.) provides Carrier Selection and Carrier Pre-Selection fixed line telecommunications services to Mass Market customers as a reseller using the network facilities of other operators pursuant to resale agreements.

The total purchase consideration for Tele2 Hungary was 9.7 million (approximately $13.6 million at closing). The total purchase consideration of 9.7 million included: (i) the payment of cash in the amount of 4.0 million (approximately $5.6 million at closing); (ii) a net debt adjustment of 5.0 million (approximately $7.0 million at closing); (iii) a net working capital adjustment of

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0.4 million (approximately $0.6 million at closing); and (iv) transaction costs and other directly related expenses of 0.3 million (approximately $0.4 million at closing). We used a discounted cash flow methodology and comparable trading multiples in determining the purchase price.

The Tele2 Hungary Acquisition was financed by (i) our existing cash and (ii) the draw down of 6.0 million (approximately $8.4 million at closing) from our Amended Facilities Agreement on October 15, 2007 (from the total available 20 million of Tranche D of our revolving credit facility). The revolving credit facility was repaid on December 16, 2007. Tranche D bears a floating interest based on EURIBOR, plus 1.5% margin.

Under the purchase method of accounting, and in accordance with SFAS No. 141, Business Combinations, we are required to allocate the cost of an acquired business based on the estimated fair values of the assets acquired and liabilities assumed. The following represents the final allocation of the purchase price paid for Tele2 Hungary based on the fair values of the acquired assets and assumed liabilities as of October 18, 2007:

| *(in thousands)* | **October 18, 2007** |
|---|---|
| Current assets | $ 11,400 |
| Property, plant and equipment | 166 |
| Intangible assets | 4,410 |
| Deferred tax | 1,317 |
| Current and non-current liabilities | (3,742) |
| Net assets acquired | $ 13,551 |
| Purchase Price: | |
| Cash | 5,609 |
| Net indebtedness adjustment | 6,949 |
| Net working capital adjustment | 589 |
| Transaction costs and other directly related expenses | 404 |
| Total purchase price | $ 13,551 |

The following table presents the fair values of major components of the intangible assets acquired:

| *(in thousands)* | **October 18, 2007** | **Weighted average amortization period** |
|---|---|---|
| Customer relationships | $ 4,244 | 2 years |
| Property rights | 162 | 0.5 years |
| Software | 4 | 2 years |
| Total: | $ 4,410 | |

The closing of the transaction occurred on October 18, 2007 and the consolidated results of Tele2 Hungary for the two months ended December 31, 2007 (and the balance sheet as at December 31, 2007) have been consolidated into our financial statements.

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The following table presents our unaudited summarized consolidated financial information, on a pro-forma basis, as though the Invitel Acquisition and the Tele2 Hungary Acquisition had occurred at the beginning of the respective periods:

| *(in thousands)* | **2007 Pro-forma (unaudited)** | **2007 Actual** | **2006 Pro-forma (unaudited)** | **2006 Actual** |
|---|---|---|---|---|
| Revenue | $ 505,239 | $ 385,193 | $ 477,562 | $ 189,260 |
| Income from operations | 50,770 | 46,187 | 68,805 | 29,306 |
| Foreign exchange gains (losses), net | 411 | (6,481) | (2,658) | 1,104 |
| Interest expense | (79,976) | (58,744) | (71,512) | (14,883) |
| Net income (loss) | (104,878) | $ (96,472) | (53,344) | 16,527 |
| Net income (loss) per basic share | $ (6.77) | $ (6.23) | $ (4.16) | $ 1.28 |

The above unaudited pro-forma summarized combined financial information is intended for informational purposes only and is not indicative of our results of operations had the Invitel Acquisition and the Tele2 Hungary Acquisition actually taken place at the beginning of the respective periods. The unaudited pro-forma summarized combined financial information does not include potential cost savings from operating efficiencies or synergies that may result from integrating the acquisitions.

(3) **Cash and Cash Equivalents and Restricted Cash**

At December 31, 2007, cash of $20,897,000 comprised the following: $63,000 on deposit in the United States, the equivalent of $839,000 in the Netherlands, the equivalent of $1,446,000 on deposit in Serbia, Bulgaria, Romania, Slovakia and Slovenia, and $18,549,000 on deposit with banks in Hungary, consisting of $110,000 denominated in U.S. dollars, the equivalent of $2,888,000 denominated in euros and the equivalent of $15,551,000 denominated in Hungarian forint.

At December 31, 2006, cash of $18,794,000 comprised the following: $231,000 on deposit in the United States, the equivalent of $768,000 on deposit in Austria, Bulgaria, Romania, Slovakia and Slovenia, and $17,795,000 on deposit with banks in Hungary, consisting of $350,000 denominated in U.S. dollars, the equivalent of $3,286,000 denominated in euros and the equivalent of $14,159,000 denominated in Hungarian forint.

Restricted cash of $11,850,000 at December 31, 2006 was comprised of a 9 million deposit in a debt service reserve account, which was required under the terms of our Credit Facility Agreement. We were required to maintain this 9 million deposit in the debt service reserve account until such time as our leverage ratio, defined as consolidated net borrowings to consolidated EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization as defined in the Credit Agreement), was below 2:1 for two consecutive quarters. The deposit earned interest at bank deposit rates. We refinanced our Credit Facility Agreement and our restricted cash balance was released on April 27, 2007.

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(4) **Property, Plant and Equipment**

The components of property, plant and equipment at December 31, 2007 and 2006 are as follows:

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Land and buildings | $ 23,759 | 14,723 |
| Telecommunications equipment | 830,007 | 275,610 |
| Other equipment | 18,464 | 17,310 |
| Construction in progress | 35,345 | 14,187 |
| | 907,575 | 321,830 |
| Less: accumulated depreciation and impairment losses | | |
| Land and buildings | $ (5,228) | (2,388) |
| Telecommunications equipment | (201,056) | (127,177) |
| Other equipment | (9,806) | (13,221) |
| | (216,090) | (142,786) |
| Property, plant and equipment, net | $ 691,485 | 179,044 |

(5) **Intangible Assets**

The components of intangible assets at December 31, 2007 and 2006 are as follows:

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Customer relationships | $ 70,383 | |
| Trademark | 28,357 | 1,347 |
| Concession rights | 8,119 | 7,538 |
| Property rights | 68,682 | 48,476 |
| Software | 31,485 | 7,043 |
| Other | 29,232 | 2,906 |
| | 236,258 | 67,310 |
| Less: accumulated amortization and impairment losses | | |
| Customer relationships | (3,507) | |
| Trademark | | (155) |
| Concession rights | $ (4,214) | (3,666) |
| Property rights | (9,462) | (6,603) |
| Software | (10,594) | (5,795) |
| Other | (7,533) | (442) |
| | (35,310) | (16,661) |
| Intangible assets, net | $ 200,948 | 50,649 |

Aggregate amortization expenses for amortizing intangible assets were $16,988,000, $2,951,000 and $2,666,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

Estimated amortization expenses for the next five years, at December 31, 2007 exchange rates are: $16,087,000 in 2008, $14,885,000 in 2009, $12,211,000 in 2010, $10,535,000 in 2011 and $8,320,000 in 2012.

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(6) **Goodwill**

The carrying amount of goodwill has changed during the year ended December 31, 2007 as follows:

| *(in thousands)* | |
|---|---|
| Goodwill as of December 31, 2006 | $ 9,622 |
| Goodwill acquired | 70,926 |
| Foreign exchange difference on goodwill | 986 |
| Goodwill as of December 31, 2007 | $ 81,534 |

Goodwill acquired relates to the Invitel Acquisition.

The carrying amount of goodwill by segment as of December 31, 2007 and 2006 was as follows:

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Mass Market Voice | $ 27,522 | $ 1,703 |
| Mass Market Internet | 11,256 | 167 |
| Business | 25,929 | 3,592 |
| Wholesale | 16,827 | 4,160 |
| Total goodwill | $ 81,534 | $ 9,622 |

(7) **Other Assets**

Included in other assets at December 31, 2006 is 400,000 ($527,000 at December 31, 2006 exchange rates) in a restricted cash account related to a performance bond guarantee given to a customer.

(8) **Long-term Debt**

Long-term debt at December 31, 2007 and 2006 consist of the following:

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Current: | | |
| Credit Facility | $ | $ 34,749 |
| Amended Facilities Agreement | 37,114 | |
| Total short-term portion of long-term debt | $ 37,114 | $ 34,749 |
| Non-Current: | | |
| Credit Facility | $ | $ 115,351 |

| | | |
|---|---|---|
| Amended Facilities Agreement (1) | 107,907 | |
| 2007 Notes | 293,552 | |
| 2006 PIK Notes (1) | 204,566 | |
| 2004 Notes (1) | 206,840 | |
| Total long-term debt | $ 812,865 | $ 115,351 |

(1) The 2006 PIK Notes, the 2004 Notes and $114 million from the Amended Facilities Agreement were acquired in connection with the Invitel Acquisition.

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*Credit Facility*

On February 9, 2005, we entered into a 170 million Credit Facility Agreement (the Credit Facility ), with a European banking syndicate which had three facilities. Facility A, in the amount of 84 million, was drawn down by Hungarotel on February 21, 2005 for the purpose of refinancing and terminating Hungarotel s existing debt as well as to partially finance the acquisition of the PanTel business. Facility B, in the amount of 66 million, was drawn down by PanTel on February 28, 2005 for the purpose of refinancing and terminating its existing debt at that date. Facility C, in the amount of 20 million, provided funds for the repayment of our outstanding Notes which were to mature on March 31, 2007.

Facility A and Facility B were repayable semi-annually on each June 30 and December 31 beginning on June 30, 2005 and ending on December 31, 2010. Facility C was repayable in equal installments on June 30, 2011 and December 31, 2011. The loans accrued interest at the rate of the Applicable Margin (described below) plus the EURIBOR rate for the applicable interest period. The Applicable Margin for an interest period on Facility A and Facility B loans was based on our ratio of Total Net Borrowings to EBITDA. The Applicable Margin could range from a high of 2.5% per annum to a low of 0.75% per annum. The Applicable Margin on Facility A and Facility B was 2.25% per annum as of December 31, 2006. The Applicable Margin for the Facility C loan was fixed at 2.5% per annum.

We paid a facility agency fee in the amount of 50,000 and an arrangement fee in the amount of 4.0 million under the terms of the Credit Facility. We paid the fees from the proceeds of Facilities A and B. We had to pay a commitment fee in the amount of 0.65% per annum on the undrawn amount of the Credit Facility. Only Facility C was not drawn down.

We entered into a series of agreements to secure our obligations under the Credit Facility pursuant to which we pledged all of our intangible and tangible assets, including our ownership interests in our subsidiaries. We were subject to covenants, including maintenance of certain financial statement ratios, limitations on paying dividends, borrowing funds, acquiring assets or businesses and merging and disposing of our assets. The Credit Facility contained customary representations and warranties and events of default, which could have triggered early repayment of the balance under the Credit Facility.

*2007 Refinancing*

In connection with the Invitel Acquisition on April 27, 2007, we completed the issuance of 200 million aggregate principal amount of floating rate senior notes maturing in 2013 (the 2007 Notes ), the proceeds of which were used to partly finance the Invitel Acquisition and to refinance the Credit Facility. As part of the Invitel Acquisition, we also assumed an estimated net indebtedness on closing of 389 million (approximately $525 million at closing, the Assumed Debt ). The Assumed Debt consists primarily of (i) 133 million in aggregate principal amount and accrued interest of Floating Rate Senior PIK Notes due 2013 (the 2006 PIK Notes ), (ii) 145 million in aggregate principal amount of 10 3/4% Senior Notes due 2012 (the 2004 Notes ), and (iii) a Facilities Agreement in the amount of 116 million, which was amended and restated in connection with the Invitel Acquisition (the Amended Facilities Agreement ). In order to clarify the rights of the creditors under the various debt instruments, we entered into an amended and restated Intercreditor Agreement (the Intercreditor Agreement ). Summaries of the terms and condition of the 2007 Notes, the 2006 PIK Notes, the 2004 Notes, the Amended Facilities Agreement and the Intercreditor Agreement are set forth below. The summaries do not purport to be complete and are qualified in their entirety by reference to the full text of such documents, copies of which are filed with the Securities and Exchange Commission.

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*The Amended Facilities Agreement*

In connection with the Invitel Acquisition on April 27, 2007, an amendment was made to the Facilities Agreement, dated August 6, 2004, between Matel, Invitel, as borrower, certain subsidiary companies as original guarantors, and certain financial institutions. The Amended Facilities Agreement provides for facilities of up to 145 million (or the euro equivalent thereof), comprised of (i) a euro amortizing term loan of 96.9 million, (ii) a Hungarian forint amortizing term loan of HUF 4,628 million (approximately 18.5 million), (iii) a revolving credit facility of 4.2 million and HUF 200 million (approximately 0.8 million), and (iv) a euro liquidity facility of 25 million. Neither the revolving facility nor the liquidity facility was drawn down in connection with the closing of the Invitel Acquisition.

Advances under the Amended Facilities Agreement bear interest for each interest period at annual rates equal to EURIBOR or BUBOR (based on the Budapest interbank offer rates) plus an applicable margin. The applicable margin is set based on the ratio of all of our senior debt to EBITDA, based on our most recently delivered quarterly management accounts and financial statements. Under the Amended Facilities Agreement, we are obligated to pay customary fees to the lenders, including an up-front fee and a commitment fee in relation to available and undrawn commitments under the revolving facility and the liquidity facility.

Our obligations under the Amended Facilities Agreement are guaranteed and are collateralized by (i) a first ranking pledge of all the share capital of the obligors, (ii) assignments of intercompany loans and any relevant cross guarantees of the obligors from time to time, (iii) a pledge of accounts by the obligors, and (iv) floating charges over all assets. Such security interests also collateralize, on a pari passu basis, all hedging obligations with respect to the Amended Facilities Agreement, the 2007 Notes and the 2004 Notes.

The Amended Facilities Agreement contains certain negative covenants that restrict us (subject to certain agreed upon exceptions) from, among other things, (i) creating or permitting to subsist any security interest over any part of our assets, (ii) merging or consolidating with or into any other person, (iii) selling, transferring, leasing, lending or otherwise disposing of any assets, (iv) incurring or permitting to be outstanding any financial indebtedness (including guarantees), (v) reducing capital or purchasing any class of our shares, (vi) making any investment, including (1) loans to any person, (2) the acquisition of indebtedness or capital or securities of any person, (3) the acquisition of the assets, property or business of any other person, or (4) the creation or acquisition of a subsidiary, (vii) entering into any derivative instruments, (viii) changing the nature of our business or amending our constitutive documents, (ix) entering into any agreement or arrangement other than on an arm s-length basis, (x) paying dividends or making any repayment, prepayment or redemption of principal under any subordinated finance documents except the issuance of the 2007 Notes or in exchange for equity of an obligor, (xi) changing the ownership structure of the Company, and (xii) maintaining any bank account that has a credit balance with any person that is not a lender under the Amended Facilities Agreement.

Additionally, the Amended Facilities Agreement requires us to maintain specified consolidated financial ratios, such as leverage ratios (total senior debt to EBITDA and total debt to EBITDA), an interest coverage ratio (EBITDA to total debt interest charges) and a fixed charge coverage ratio (EBITDA minus capital expenditure minus cash taxes to total debt charges).

Under the terms of the Amended Facilities Agreement, we are required to observe certain affirmative undertakings, including, but not limited to, undertakings relating to (i) maintenance of all relevant consents, authorizations and licenses, (ii) conduct of business, (iii) periodic financial statements, management accounts and reports, (iv) auditors and information, (v) insurance and inspection, (vi) notification of environmental claims and expenditures, (vii) compliance with laws, (viii) taxes, and (ix) maintenance of a cost capitalization policy and an interest rate hedging policy.

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The term facilities are amortizing term loans with a maturity date of June 30, 2011. No amount repaid or prepaid in relation to the term facilities may be redrawn.

The revolving facility and the liquidity facility are each repayable in an amount equal to 100% of the principal amount outstanding on June 29 and December 30 of each calendar year until the maturity date of June 30, 2011.

Subject to certain exceptions, all loans under the Amended Facilities Agreement will be required to be prepaid upon the occurrence of certain change of control events. Voluntary prepayments and cancellations are permitted.

The Amended Facilities Agreement contains certain events of default customary for senior debt financings as well as an event of default related to Matel Holdings engaging in non-holding company-related activities, the occurrence of which would preclude further borrowings under the revolving facility and permit the lenders to accelerate all outstanding loans and terminate their commitments under the facilities.

*The 2007 Notes*

Upon the completion of the Invitel Acquisition on April 27, 2007, we completed the issuance of the 2007 Notes. We received 189 million following the payment of financing costs associated with the issuance of the 2007 Notes in the amount of 11 million, which costs were deferred and will be amortized to interest expense using the effective interest method over the term of the 2007 Notes. The proceeds from the issuance of the 2007 Notes were used to partly finance the Invitel Acquisition and to refinance the indebtedness of Hungarotel and PanTel.

The 2007 Notes mature on February 1, 2013 and bear interest at a rate of EURIBOR plus 3.0% per annum, payable quarterly in arrears on February 1, May 1, August 1 and November 1 of each year, beginning on August 1, 2007. The 2007 Notes are guaranteed by some of our subsidiaries. The 2007 Notes and subsidiary guarantees are collateralized by second-priority liens over certain inter-company funding loans, the capital stock of some of our subsidiaries, which liens rank pari passu with the liens over such assets collateralizing our obligations under the 2004 Notes described below.

We have the option to redeem the 2007 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2007 Notes indenture (the 2007 Notes Indenture ). In the event of a change of control, we must make an offer to purchase the 2007 Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to offer to purchase the 2007 Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount thereof.

The 2007 Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted payments, (iii) issue or sell shares in subsidiaries, (iv) agree to restrictions on the payment of dividends by subsidiaries, (v) enter into transactions with affiliates, (vi) create certain liens, (vii) merge, consolidate or combine with other entities, (viii) layer debt, (ix) designate subsidiaries as unrestricted subsidiaries, (x) engage in unrelated business activities and (xi) impair any security interests. The 2007 Indenture also contains customary events of default, including non-payment of principal, interest, premium or other amounts, violation of covenants, bankruptcy events, cross-defaults, material judgments and invalidity of any guarantee, security document or security interest.

*The 2006 PIK Notes*

On October 30, 2006, Invitel Holdings issued the 2006 PIK Notes pursuant to an Indenture, dated as of October 30, 2006 (the 2006 PIK Notes Indenture ). In connection with the closing of the Invitel Acquisition on

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April 27, 2007, we entered into a supplemental indenture with Invitel Holdings and the 2006 PIK Notes Indenture trustee, pursuant to which we replaced Invitel Holdings as the issuer of the 2006 PIK Notes and assumed all of the rights and obligations of the issuer under the 2006 PIK Notes Indenture.

Interest on the 2006 PIK Notes is payable quarterly in cash or in the form of additional 2006 PIK Notes at an annual rate of EURIBOR plus 8.25%, reset quarterly, plus a ratchet margin, on January 15, April 15, July 15 and October 15 of each year beginning January 15, 2007. The ratchet margin is zero for the period to but excluding October 15, 2009 and 2.00% if the consolidated leverage ratio of our subsidiary Matel is greater than 2.50 to 1.00 for any interest period beginning on or after October 15, 2009. The maturity date of the 2006 PIK Notes is April 15, 2013.

Our obligations under the 2006 PIK Notes are general unsubordinated obligations and are collateralized by a first priority lien over the shares of Matel Holdings and are effectively subordinated to all existing and future debt of our subsidiaries.

We have the option to redeem the 2006 PIK Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2006 PIK Notes Indenture. In the event of a change of control, we must make an offer to purchase the 2006 PIK Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to make an offer to purchase the 2006 PIK Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount of thereof.

The 2006 PIK Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted payments, (iii) enter into transactions with affiliates, (iv) create certain liens, (v) enter into sale and leaseback transactions, (vi) issue or sell shares of subsidiaries, (vii) merge, consolidate or combine with other entities, (viii) designate subsidiaries as unrestricted subsidiaries, (ix) engage in unrelated business activities and (x) impair any security interests. The 2006 PIK Notes Indenture also contains customary events of default, including, among other things, non-payment of the principal, interest or premium, if any, on any 2006 PIK Notes, certain failures to comply with any covenant of the 2006 PIK Notes Indenture, certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any security document or security interest.

*The 2004 Notes*

In August 2004, Matel issued the 2004 Notes pursuant to an Indenture (the 2004 Notes Indenture ) with a trustee, and, as subsidiary guarantors, Matel s subsidiaries Invitel and V-Holding.

Interest on the 2004 Notes is payable semi-annually at an annual rate of 10.75% on February 15 and August 15 of each year, beginning on February 15, 2005.

We have the option to redeem the 2004 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2004 Notes Indenture. Upon certain change of control events, we are required to make an offer to purchase all of the 2004 Notes, at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. We are also required to offer to purchase the 2004 Notes with the excess proceeds from certain sales of assets at 100% of the principal amount of the 2004 Notes, plus accrued and unpaid interest to the date of repurchase.

Our obligations under the 2004 Notes are guaranteed on a senior subordinated basis by some of our subsidiaries that guaranteed our obligations under the 2007 Notes and are collateralized by the same collateral securing the 2007 Notes.

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The 2004 Notes Indenture contains covenants which, among other things, limit the ability of Matel and its restricted subsidiaries to (i) incur additional indebtedness and issue preferred shares, (ii) make certain restricted payments and investments, (iii) transfer or sell assets, (iv) enter into transactions with affiliates, (v) create certain liens, (vi) create restrictions on the ability of certain subsidiaries to pay dividends or other payments to Matel, (vii) guarantee other indebtedness, (viii) enter into sale and leaseback transactions, (ix) issue or sell shares of some of our restricted subsidiaries, (x) merge, consolidate, amalgamate or combine with other entities, (xi) designate restricted subsidiaries as unrestricted subsidiaries, and (xii) engage in any business other than a permitted business. The 2004 Notes Indenture also contains customary events of default, including, among others, the non-payment of principal, interest or premium on the 2004 Notes, certain failures to perform or observe any other covenant in the 2004 Notes Indenture, the occurrence of certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any guarantee, security document or security interest.

*Intercreditor Agreement*

In order to reflect the new obligations under the 2007 Notes and previously disclosed hedging obligations and to establish the relative rights of certain of our creditors under our financing arrangements (including priority of claims and subordination), we entered into an Intercreditor Agreement with, among others, the lenders under the Amended Facilities Agreement, certain hedging counterparties, the security trustee, the trustee for the 2007 Notes and the trustee for the 2004 Notes. The Intercreditor Agreement provides that if there is an inconsistency between the provisions of the Intercreditor Agreement (regarding subordination, turnover, ranking and amendments only), and certain other documents, including the 2007 Notes Indenture governing the 2007 Notes, the Intercreditor Deed will prevail.

(9) **Short-term Debt**

Short-term debt at December 31, 2007 and 2006 consists of the following:

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Notes payable, interest at USD LIBOR + 3.5% (8.88% at December 31, 2006), due March 31, 2007 (less unamortized discount based on imputed interest rate of 5% $343,000) | $ | $ 24,657 |
| Total short-term debt | $ | $ 24,657 |

In May 1999, we issued notes (the Notes ), in an aggregate amount of $25 million with detachable warrants (the Warrants ). The Notes accrued interest payable semi-annually, at the USD LIBOR rate applicable for the six month interest period plus 3.5% (8.88% at December 31, 2006). The Warrants enabled the warrant holder to purchase 2,500,000 shares of our common stock at an exercise price of $10 per share. Payment of the exercise price could be made in the form of either cash or surrender of the Notes. The exercise period commenced on January 1, 2004 and terminated on March 31, 2007.

At inception, the fair value of the Warrants was $8.8 million and was credited to additional paid-in capital, with the offsetting charge being accounted for as a discount on the Notes. Upon adoption of SFAS No. 133, the Warrants were required to be reclassified as liabilities and accounted for as derivatives with changes in fair value reported in earnings. The unamortized discount on the Notes at December 31, 2006 was approximately $0.3 million, and is reflected as a reduction of the carrying amount of the Notes.

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The fair value of the Warrants was determined using the Black-Scholes Option valuation model. The Notes and Warrants were owned by TDC as of December 31, 2006.

The Notes were canceled upon the exercise of the Warrants by TDC on March 28, 2007.

(10) **Derivative Financial Instruments**
We engage in foreign currency and interest rate hedging activities to reduce the risk that changes in currency exchange rates and interest rates will adversely affect the eventual net cash flows resulting from our debt obligations.

We do not enter into financial instruments for trading or speculative purposes. However, the derivative instruments used by us are not designated as hedges under SFAS 133 for accounting purposes and, as such, are referred to as undesignated hedges. Changes in the fair value of undesignated hedges are therefore recorded in current period earnings as a gain or loss on derivative instruments.

*Interest rate risk hedging*

To limit the variability of interest rates on all of our cash-pay debt, we entered into interest rate swap agreements to manage some of our fluctuations in cash flows resulting from interest rate risk. Under the terms of the interest rate swaps, we receive variable interest rate payments from the hedging counterparty and make fixed interest rate payments in the same currency, thereby creating the equivalent of fixed rate debt.

*Foreign exchange rate risk hedging*

To limit the impact of fluctuations between the Hungarian subsidiaries functional currency, the Hungarian forint, and the euro, we have entered into currency swap agreements and foreign exchange forward agreements, to receive euros and pay forint, thereby creating the equivalent of Hungarian forint debt obligations.

In addition to the above instruments, we use cross-currency interest rate swaps to hedge both the interest rate and the currency exposure inherent in foreign currency denominated debt instruments bearing variable interest. By entering into such transactions we receive variable interest payments in foreign currency and make fixed interest payments in Hungarian forint, the functional currency of our Hungarian subsidiaries, thereby creating the equivalent of fixed rate debt in the functional currency of our Hungarian subsidiaries. The cross currency interest rate swaps in effect are the same as the combination of interest rate swaps and foreign exchange forward contracts applied to the same underlying hedged item.

The objective of these contracts is to neutralize the impact of currency exchange rate and interest rate movements on our cash flows. However, given the inherent limitations of forecasting and the anticipatory nature of the exposures intended to be hedged, there can be no assurance that such programs will offset more than a portion of the adverse financial impact resulting from unfavorable movements in either interest or currency exchange rates.

*Credit risk related to hedging*

By using derivative financial instruments to hedge exposures to changes in interest rates and currency exchange rates, we expose ourself to the credit risk of the counterparty. Credit risk is the failure of the counterparty to perform its obligations under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates a credit risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and, therefore, we do not have any credit risk. Our policy requires that counterparties to our hedging activities be large and creditworthy commercial banks. We do

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not consider the risk of counterparty non-performance associated with hedge contracts to be significant. We do not require and are not required to place collateral for these financial instruments independently of our security arrangements under the Amended Facilities Agreement.

To ensure the adequacy and effectiveness of our interest rate and foreign exchange hedge positions, we continually monitor, from an accounting and economic perspective, the derivatives positions in conjunction with our underlying interest rate and foreign currency exposures.

The following table summarizes the notional amounts and respective fair values of our derivative financial instruments, which mature at varying dates, as of December 31, 2007:

| *(in thousands)* | **Notional Amount** | **Fair Market Value** | **Fair Value Change** |
|---|---|---|---|
| Asset / (Liability) | | | |
| Cross currency interest rate swaps | $ 612,084 | $ (35,086) | $ (32,945) |
| FX forward contracts | | 21 | 1,348 |
| Interest rate swaps | 23,009 | (784) | (1,361) |
| Interest rate swaps on credit facility loan | | | (2,955) |
| Total | $ 635,093 | $ (35,849) | $ (35,913) |

The following table summarizes the notional amounts and respective fair values of our floating to fixed interest rate swaps, which mature at varying dates, as of December 31, 2007:

| *(in thousands)* | **Notional Amount** | **Fair Market Value** | **Maturity** | **Fixed Interest Rate** |
|---|---|---|---|---|
| Asset / (Liability) | | | | |
| Amended Facilities Agreement | $ 115,100 | $ (5,905) | June 30, 2011 | 9.3790% |
| Amended Facilities Agreement | 23,009 | (784) | June 30, 2011 | 10.160% |
| 2007 Notes | 60,221 | (2,510) | August 1, 2009 | 10.780% |
| 2007 Notes | 60,221 | (2,918) | August 1, 2009 | 10.740% |
| 2007 Notes | 87,334 | (4,206) | August 1, 2009 | 10.724% |
| 2007 Notes | 80,786 | (3,891) | August 1, 2009 | 10.724% |
| 2004 Notes | 208,422 | (15,656) | August 15, 2009 | 14.955% |
| Total Interest Rate Swaps | $ 635,093 | $ (35,870) | | |

The notional principal amount provides one measure of the transaction volume outstanding as of the end of the period, and does not represent the amount of our exposure to market loss.

We estimate the fair values by using a model which discounts future contractual cash-flows determined based on market conditions (foreign exchange rates, yield curves in the functional currency and in the foreign currency) prevailing on the date of the valuation. The model used by us is regularly tested against third party prices for reasonableness. The fair value represents the estimated amounts that we would pay or receive to terminate the contracts as of December 31, 2007. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

*Embedded derivatives*

An embedded derivative is an implicit or explicit term within a contract that does not in its entirety meet the definition of a derivative instrument but affects some or all of the cash-flows or the value of other exchanges required by the contract in a manner similar to a derivative. An embedded derivative therefore is a derivative

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instrument within another contract that is not a derivative. For example, a euro denominated operating lease contract that a Hungarian subsidiary enters into for a given period of time will give rise to foreign currency exposure for that period since our Hungarian subsidiary will need to buy euro from its functional currency, the Hungarian forint, thereby having an impact on cash-flows. Therefore the series of foreign exchange forward contracts are embedded in the lease agreement, the host contract, and are accounted for separately.

Embedded derivatives are separated from the host contract and accounted for separately if (i) the economic characteristics and risks of the host contract and the embedded derivative are not clearly and closely related; (ii) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and (iii) the combined instrument is not measured at fair value with changes in fair value reported through earnings. Changes in the fair value of separable embedded derivatives are recognized immediately in the statement of operations.

We review our material contracts regularly to identify embedded derivatives which require bifurcation from the host contract.

The following table summarizes the fair values of our embedded derivatives as of December 31, 2007 and 2006:

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* |
|---|---|---|
| Embedded derivatives | $ (617) | $ (935) |

*Warrants*

In connection with the Warrants issued in May, 1999 (see Note 9), we were required to measure and reflect the changes in the fair value of the Warrants in earnings. The fair value of the Warrants was highly dependent on the fair value of HTCC s common stock.

The fair value of the Warrants was determined using the Black-Scholes option valuation model. The Warrants were exercised on March 28, 2007. The fair value of the Warrants at December 31, 2007, 2006 and 2005 and related fair value changes for the years then ended, are as follows:

| **Year** | **Fair Value** | **Gain (Loss) in Fair Value** |
|---|---|---|
| | *(in thousands)* | |
| 2007 | $ | $ (15,075) |
| 2006 | 13,050 | 3,300 |
| 2005 | 16,350 | (1,500) |

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(11) **Selling, General and Administrative Expenses**

The following table presents selling, general and administrative expenses by type for the years ended December 31, 2007, 2006 and 2005:

| *(in thousands)* | **2007** | **2006** *(as restated See Note 1(c))* | **2005** |
|---|---|---|---|
| Personnel expenses | $ 46,100 | $ 24,529 | $ 24,462 |
| Other administrative expenses | 19,731 | 6,482 | 9,571 |
| Advertising and marketing costs | 6,216 | 2,049 | 1,898 |
| Network operating expenses | 28,593 | 17,616 | 16,234 |
| IT costs | 7,204 | 2,239 | 1,558 |
| Other taxes | 2,285 | 1,226 | 480 |
| Bad debt and collection costs | 3,030 | 1,075 | 2,525 |
| Legal, audit and consultant fees | 5,878 | 4,553 | 4,298 |
| Management fees | 25 | | |
| Total for segments | $ 119,062 | $ 59,769 | $ 61,026 |
| Backbone rental expenses | (15,548) | (9,709) | (8,148) |
| Network operating expenses | (18,506) | (8,748) | (7,624) |
| Direct personnel expenses | (18,660) | (6,211) | (7,409) |
| Total selling, general and administrative expenses (excluding severance expenses) | $ 66,348 | $ 35,101 | $ 37,845 |

Bad debt and collection costs for the year ended December 31, 2007 include one-time bad debt expenses as a result of an additional provision made at PanTel in the amount of $1,352,000.

Legal, audit fees and consultant expenses for the year ended December 31, 2007 include Sarbanes-Oxley and other compliance expenses amounting to $2,351,000.

Other administrative expenses for the year ended December 31, 2007 include integration costs of $9,447,000 and due diligence expenses of $684,000.

(12) **Income Taxes**

The income (loss) before income taxes by tax jurisdiction for the years ended December 31, 2007, 2006 and 2005 were as follows:

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* | **2005** |
|---|---|---|---|
| Income / (loss) before income taxes: | | | |
| United States | $ (37,456) | $ 2,928 | $ (5,013) |
| Hungary | (57,814) | 19,095 | 12,808 |
| Romania | 2,130 | 158 | 45 |

| | | | |
|---|---|---|---|
| Total income before income taxes | $ (93,140) | $ 22,181 | $ 7,840 |

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The income tax benefit (expense) is attributable to income (loss) from continuing operations and consists of the following for the years ended December 31, 2007, 2006 and 2005:

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* | **2005** |
|---|---|---|---|
| Current tax benefit (expense): | | | |
| United States | $ | $ | $ |
| Romania | (80) | (64) | 7 |
| Hungary | | | |
| Corporate tax | (419) | (1,688) | (1,599) |
| Local business tax | (6,616) | (3,867) | (3,365) |
| Total current tax expense | $ (7,115) | $ (5,619) | $ (4,957) |
| Deferred tax benefit (expense): | | | |
| United States | $ | $ | $ (2,030) |
| Romania | (233) | | |
| Hungary | 4,008 | 338 | 539 |
| Total deferred tax | $ 3,775 | $ 338 | $ (1,491) |
| Total income tax expense | $ (3,340) | $ (5,281) | $ (6,448) |

The statutory U.S. Federal tax rate for the years ended December 31, 2007, 2006 and 2005 was 35% and the Hungarian corporate income tax rate for the years ended December 31, 2007, 2006 and 2005 was 16%. In addition to the corporate income tax rate of 16% in Hungary, a solidarity tax of 4%, introduced from September 1, 2006, has been levied on companies on top of the corporate income tax rate. A reconciliation of income tax expense at the U.S. parent company income tax rate to actual income tax benefit (expense) for the years ended December 31, 2007, 2006 and 2005 is as follows:

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* | **2005** |
|---|---|---|---|
| Income tax expense using the parent company tax rate (35% in the U.S.) | 32,599 | (7,763) | (2,195) |
| Impact of difference in tax rate of subsidiaries | (10,434) | 3,152 | 1,608 |
| Effect of change in tax rate | | 709 | |
| Non-deductible expenses | (1,187) | (389) | (82) |
| Reserve on loss with no tax benefit | (17,984) | 1,383 | (2,882) |
| Local business tax and other tax, net of benefit | (6,609) | (2,524) | (2,827) |
| Other | 275 | 151 | (70) |
| Income tax expense | $ (3,340) | $ (5,281) | $ (6,448) |

For U.S. Federal income tax purposes we have unused net operating loss carry forwards at December 31, 2007 of approximately $45,606,000, which expire as follows: $4,603,000 in 2010; $6,438,000 in 2011; $3,645,000 in 2012; $2,113,000 in 2018; $12,385,000 in 2019; $724,000 in 2024; $3,302,000 in 2025; $1,112,000 in 2026 and $11,284,000 in 2027. As a result of certain equity transactions, we believe that we experienced an ownership change in 1999, as defined by Section 382 of the Internal Revenue Code, which limits the annual utilization of net operating loss carry forwards. As calculated, the Section 382 limitation will not necessarily prevent the ultimate utilization of the U.S. net operating loss carry forwards although it may defer the realization of tax benefits associated with loss carry forwards originating prior to the ownership change.

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For Hungarian corporate income tax purposes, we have unused net operating loss carry forwards at December 31, 2007 of approximately $78,475,000 of which $27,543,000 expires in 2008 and $50,932,000 is not subject to expiration limitations.

We have not provided any deferred taxes for undistributed earnings of our foreign subsidiaries. As a result of valuation allowances against losses in the U.S. and in the Netherlands, the distribution of this income would not result in an incremental tax liability. Such undistributed earnings of foreign subsidiaries amounted to $8,947,000 as of December 31, 2007 and $18,131,000 as of December 31, 2006.

We file income tax returns in the U.S. while our directly owned subsidiaries file income tax returns in Hungary. The years following 2003 remain open for examination and assessment by the IRS. The APEH has audited the income tax returns of Invitel, PanTel and PanTel Technocom through 2004 and Hungarotel through 2003. We are also file tax returns in six other Central and Eastern European countries where we established subsidiaries. We are not aware of any outstanding issue or claim that is likely to be material to our financial position, cash flows or results of operations in any of the jurisdictions in which we operate.

The tax effect of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities are as follows:

| | December 31 | |
|---|---|---|
| *(in thousands)* | **2007** | **2006** *(as restated See Note 1(c))* |
| Deferred tax assets: | | |
| Net operating loss carry forwards | $ 55,571 | 12,098 |
| Property, plant and equipment | 10,820 | 8,798 |
| Intangible assets | 2,427 | 2,165 |
| Derivative financial instruments | 6,865 | 506 |
| Other | 8,131 | 4,254 |
| Total gross deferred tax assets | 83,814 | 27,821 |
| Less: valuation allowance | (47,854) | (15,074) |
| Net deferred tax assets | 35,960 | 12,747 |
| Deferred tax liabilities: | | |
| Property, plant and equipment | (37,139) | (508) |
| Intangible assets | (8,164) | (5,300) |
| Derivative financial instruments | (611) | (17) |
| Development reserve | (1,353) | (1,398) |
| Other | (8,335) | (579) |
| Total gross deferred tax liabilities | (55,602) | (7,802) |
| Net deferred tax asset (liability) | $ (19,642) | 4,945 |

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of our deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible and loss carry forwards are utilizable. Based on the level of historical taxable income and our projections of future taxable income over the periods in which the deferred tax assets are deductible, we believe that it is more likely than not that we will realize the benefits of our deferred tax assets, net of the valuation allowance. The amount of the deferred tax asset considered realizable, however, could be reduced if

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our estimates of future taxable income during the future periods are reduced. We consider the reversal of deferred tax liabilities, projected future taxable income and tax planning in making these assessments. The net change in the total valuation allowance for the years ended December 31, 2007, 2006 and 2005 was an increase of $32,780,000, an increase of $161,000 and an increase of $3,010,000, respectively.

## (13) Commitments and Contingencies

### (a) *Concession Agreements*

We have concession agreements with the Hungarian Ministry of Economics and Transport (the Ministry ) to own and operate local public telephone networks in five Hungarotel historical concession areas in Hungary. Each of the concession agreements is for a term of 25 years, ending in 2019, and provided for an eight-year exclusivity period up to November 2002. Pending negotiations with the Ministry, we expect to terminate or amend the concession agreements as these are not compatible with the liberalized telecommunications market created by the Communications Act of 2001 and the Electronic Communications Act of 2003.

Our concession agreements provide for the payment by us of annual concession fees of between 0.1% and 2.3% of net telephone service revenues depending on the concession area. We accrued the annual concession fees for 2001 of HUF 157 million (approximately $0.9 million at December 31, 2007 exchange rates), but as of December 31, 2007 have not paid this amount. The annual concession fees for 2002, which we have neither accrued for, nor paid, would total approximately HUF 142 million (approximately $0.8 million at December 31, 2007 exchange rates).

The Communications Act of 2001 replaced the concession system with a notification system under which new operators may offer telecommunications services in competition with us in our historical concession areas merely upon notification to the Communications Authority and the payment of a nominal fee of HUF 10,000 (approximately $58 at December 31, 2007 exchange rates). A new operator would require a license if it intended to use radio frequencies, build its own network or request an allocation of a number range to subscribers, but the granting of such licenses is by-and-large an administrative matter. We paid one-time concession fees to the Hungarian government when the concessions were originally granted and expected that if, after the expiration of the eight-year exclusivity periods, the state were to grant new operators rights to compete against us in our historical concession areas, such rights would have been granted following a tender, with the new operators having to pay more than a nominal fee for the rights in the same manner that we originally paid for our concessions.

The concession agreements contain an equal treatment clause that explicitly states that the Ministry should not treat the concession company in an unequal or prejudicial manner compared to other telecommunications companies. We believe that the move from the concession system to the notification system, a system in which there are effectively no barriers to entry, breached our legitimate expectation that we would continue to benefit from the one-time concession fees we paid even after the end of our exclusivity periods because any competitor would also have to make a real investment in the form of a license fee in order to compete.

Pending the outcome of the current negotiations on the mutual termination or amendment of the concession agreements, we have thus far withheld the payment of the concession fees for 2001.

For 2002 and subsequent years, we believe that we are not required to pay concession fees at all. In addition to the local loop unbundling obligations, the Communications Act imposed universal service obligations on us. These obligations were substantially restated in the Electronic Communications Act and are incorporated in a Universal Service Agreement between us and the Ministry.

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The link between the end of the concession agreements and the coming into force of the universal service obligations is recognized by Section 106(5) of the Communications Act, which states In connection with the amendment of concession agreements to ensure the provision of the universal service, the Minister may, in justified cases, reduce the concession fee payment liability or release service providers therefrom, and, in parallel with the conclusion of the universal service agreement, may initiate the termination of the concession contract by mutual agreement .

Negotiations regarding the amendment or cancellation of the concession contracts are currently in progress. We believe that the request from the Ministry to pay the annual concession fees for (a) 2001 is subject to a counterclaim by us arising as a result of the State replacing the concession system with the notification system and (b) 2002 is based on groundless arguments and is a breach of the equal treatment clause (referred to above) in the concession agreements.

Accordingly, we believe that it is unlikely that the Ministry will be able to successfully enforce the claim in respect of the annual concession fees for 2002 and thus we believe that this issue will not have a material effect on our consolidated financial position, results of operations or liquidity.

(b) *Legal Proceedings*

We are involved in various claims and legal actions arising in the ordinary course of business. In our opinion, the ultimate disposition of these matters will not have a material effect on our consolidated financial position, results of operations or liquidity.

(c) *Guarantees*

Guarantees and claims arise during the ordinary course of business from our relationships with suppliers and customers when we undertake an obligation to guarantee our performance if specified triggering events occur. Nonperformance under a contract could trigger an obligation for us. These potential claims can arise from late or non-payment to suppliers ( payment guarantees ) and/or late or incomplete delivery of services to customers ( performance guarantees ). We also provide bid guarantees to new or existing customers in connection with bids on commercial projects.

Our potential future payments under these guarantees as of December 31, 2007 are summarized as follows:

| *(in thousands)* | **2007** |
|---|---|
| Payment guarantees | $ 6,271 |
| Performance guarantees | $ 605 |
| Bid guarantees | $ 32 |
| | $ 6,908 |

There is no recourse provisions specifically stipulated in the guarantee contracts. Our recourse would be to investigate executed guarantees with the supplier or customer and determine at that time whether we should be reimbursed for the guarantee. None of the guarantees are secured by our assets. We are not currently aware of any exposure associated with these guarantees and thus have not recorded any liability related to these guarantees.

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(d) *Lease Commitments to Telecommunication Service Providers*

We have entered into separate agreements with various telecommunications service providers to lease lines, which have non-cancelable contract provisions in excess of one year. Our future minimum commitments under these contracts, at December 31, 2007 exchange rates, are: $4,596,000 in 2008, $4,156,000 in 2009, $3,567,000 in 2010, $2,503,000 in 2011, $1,264,000 in 2012 and $7,397,000 thereafter.

(e) *Other Lease Commitments*

We lease office and other facilities, which require minimum annual rentals.

We have entered into vehicle leases that are capital leases in nature. The net book value of vehicles held under capital leases is as follows:

| | December 31, | |
|---|---|---|
| *(in thousands)* | **2007** | **2006** |
| Vehicles | $ 1,680 | $ 1,513 |
| Less: accumulated depreciation | (1,296) | (713) |
| Net book value included in property, plant and equipment | $ 384 | $ 800 |

Rent expense under operating lease agreements for the years ended December 31, 2007, 2006 and 2005, was $5,709,000, $2,717,000 and $2,581,000, respectively, and is included in selling, general and administrative expenses.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) and future minimum capital lease payments as of December 31, 2007 (at December 31, 2007 exchange rates) are:

| *(in thousands)* | **Capital leases** | **Operating leases** |
|---|---|---|
| Year ending December 31: | | |
| 2008 | $ 459 | $ 2,729 |
| 2009 | 13 | 993 |
| 2010 | | 482 |
| 2011 | | 273 |
| 2012 | | 33 |
| (ii) Later years, through 2020 | | 66 |
| (iii) Total minimum lease payments | $ 472 | $ 4,576 |

We have various purchase commitments for materials, supplies and other items incidental to the ordinary course of business. There are no material contractual commitments extending beyond 2008 and such commitments are not at prices in excess of current market value.

(14) **Common Stock and Cumulative Convertible Preferred Stock**

As of December 31, 2007 and 2006, we had 30,000 shares of our cumulative convertible preferred stock, with a $70 liquidation value per share, outstanding. Any holder of the cumulative convertible preferred stock is entitled to receive cumulative cash dividends payable in arrears, at an annual rate of 5%, compounded annually on the liquidation value of $70 per share. We may, at our option, redeem the Preferred Stock at any time. The

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Cumulative Convertible Preferred Stock is convertible into shares of the Company s common stock on a one for ten basis. As of December 31, 2007 and 2006, the total arrearage on the cumulative convertible preferred stock was $850,000 and $756,000, respectively, and is included in Due to Related Parties.

*Redeemable Equity Securities*

In connection with the Invitel Acquisition, we issued 938,550 shares of our common stock on the acquisition date to certain members of Invitel s management team (each a Manager ) in payment for some of their shares in Invitel. The issuance of the common stock was made pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933. In connection with the HTCC shares they received as part of the acquisition consideration for Invitel, the Managers were also given the right, under certain circumstances, to require the Company to purchase all or part of those shares (i.e., a put right) at a specified price. If at any time after 30 days following the acquisition date, a Manager s employment is terminated without cause or due to the Manager s death or disability, the Manager or (or the Manager s estate) is entitled to require us to purchase all or part of the HTCC shares the Manager acquired in connection with the Invitel Acquisition at a per share price equal to the fair market value of such shares on the date of such termination. In addition the Manager also received unlimited piggyback registration rights in any public offering of HTCC s equity securities for our own account or for the account of any holders of our securities with registration rights. As a result of the put rights, the redemption of the shares is not within the control of the Company and, therefore, these common shares are classified as Redeemable Equity Securities within temporary equity on the balance sheet.

We reserved 3,601,284 shares as of December 31, 2007 for issuance under stock option plans, compensation agreements, and under the conversion terms applicable to our outstanding cumulative convertible preferred stock.

(15) **Stock Based Compensation**

As of December 31, 2007, we had outstanding options to purchase 80,000 shares of common stock issued from the 2002 Plan; outstanding options to purchase 100,000 shares of common stock issued from the Directors Plan; and outstanding options to purchase 390,000 shares of common stock under the 2004 Plan. Upon our stockholders approval of the 2004 Plan, we agreed not to issue any more shares from either the 2002 Plan or the Directors Plan.

We issued a total of 15,000 shares of common stock to directors of the Board of Directors for their services for the 2004/2005 Board term under the terms of the 2004 Plan. 2,000 of those shares were subsequently canceled due to a resignation in 2004 and a further 3,000 were canceled in 2005. We issued a total of 6,000 shares of common stock to directors for their service for the 2005/2006 Board term under the terms of the 2004 Plan. We issued a total of 6,000 shares of common stock to directors for their service for the 2006/2007 Board term under the terms of the 2004 Plan. 1,500 of those shares were subsequently canceled due to a resignation in 2006 and an additional 1,500 were granted due to an appointment in 2006. 500 shares were issued to a new director for his board service for the remaining 3 months of the 2006/2007 board term. We issued a total of 6,000 shares of common stock to directors for their service for the 2007/2008 Board term under the terms of the 2004 Plan. Shares issued to directors for their annual services vest over the board term. For the years ended December 31, 2007, 2006 and 2005, we had expenses of $126,000, $95,000 and $92,000 respectively, resulting from certain stock grants from our 2004 Plan to Directors.

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The following is a summary of stock options under the 2002 Plan, the Directors Plan or the 2004 Plan, referred to above, which were granted, were exercised or have expired for the three years ended December 31, 2007:

| | Outstanding Options | Weighted Average Price |
|---|---|---|
| December 31, 2004 | 821,284 | $ 6.79 |
| Granted | 155,000 | $ 13.01 |
| Exercised | (205,000) | $ 5.41 |
| December 31, 2005 | 771,284 | $ 8.41 |
| Granted | 55,000 | $ 15.62 |
| Exercised | (25,000) | $ 4.86 |
| December 31, 2006 | 801,284 | $ 9.01 |
| Granted | 20,000 | $ 14.64 |
| Exercised | (220,000) | $ 6.39 |
| Cancelled | (31,284) | $ 7.55 |
| December 31, 2007 | 570,000 | $ 10.30 |

Some options issued under our stock option plans vest upon issuance. The following table summarizes information about shares subject to outstanding options as of December 31, 2007, which were issued to current or former employees, or directors pursuant to the 2002 Plan, Directors Plan or the 2004 Plan:

| Options Outstanding | | | | (1) Options Exercisable | |
|---|---|---|---|---|---|
| Number Outstanding | Range of Exercise Prices | Weighted-Average Exercise Price | Weighted-Average Remaining Life in Years | Number Exercisable | Weighted-Average Exercise Price |
| 40,000 | $ 4.72 | $ 4.72 | 4.00 | 40,000 | $ 4.72 |
| 80,000 | $ 5.78-$6.78 | $ 6.22 | 2.79 | 80,000 | $ 6.22 |
| 200,000 | $ 7.46-$9.39 | $ 9.00 | 5.80 | 200,000 | $ 9.00 |
| 175,000 | $ 10.89-$13.01 | $ 12.77 | 6.82 | 175,000 | $ 12.77 |
| 75,000 | $ 14.64-$15.62 | $ 15.36 | 8.27 | 75,000 | $ 15.36 |
| 570,000 | $ 4.72-$15.62 | $ 10.30 | 5.89 | 570,000 | $ 10.30 |

The aggregate intrinsic value, which represents the amount by which the fair value of our common stock exceeds the option exercise prices, was $4,210,000 and $4,905,000 as of December 31, 2007 and 2006, respectively.

The weighted-average estimated fair value of stock options granted during the year ended December 31, 2007 was $14.64 per share. The weighted-average estimated fair value of stock options granted during the year ended December 31, 2006 was $8.93 per share. The total intrinsic value of stock options exercised during the year ended December 31, 2007 was $3,143,600. The total intrinsic value of stock options exercised during the year ended December 31, 2006 was $267,000. Compensation expense related to stock options granted has been recorded in selling, general and administrative expenses.

There are sufficient shares reserved for issue upon exercise of the outstanding options.

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(16) **Foreign Exchange Gains (Losses)**

We incur foreign exchange gains and losses primarily as a result of the fluctuation of the Hungarian forint, the functional currency of our Hungarian subsidiaries, mainly against the euro with respect to the euro-denominated debt held by our Hungarian subsidiaries.

(17) **Related Parties**

The net balance of receivables from and payables to related parties was a net payable to TDC in the amount of $1,400,000 at December 31, 2007. This represents cumulative preferred stock dividends in arrears payable to TDC in the amount of $850,000, an accrual of $453,000 for strategic projects; $201,000 for the costs for various individuals employed by TDC who have performed work for us and a net $104,000 receivable in connection with the transport of international voice, data and Internet traffic over the Company s and TDC s respective telecommunications networks for each other and other items.

On March 28, 2007, TDC exercised its warrants to purchase 2,500,000 shares of our Common Stock in exchange for notes issued by us and held by TDC in the principal amount of $25 million. As of December 31, 2007, TDC owned 64% of our outstanding Common Stock and 30,000 shares of our preferred stock convertible into 300,000 shares of Common Stock.

Robert Dogonowski, Jesper Theill Eriksen, Carsten Dyrup Revsbech and Henrik Scheinemann, current directors of the Company, are officers of TDC. Torben V. Holm was an employee of TDC when he served as our President and Chief Executive Officer and as the head of management s executive committee through April 2007. Alex Wurtz was also an employee of TDC when he served as our head of Corporate Business Development and as a member of management s executive committee through April 2007.

For Mr. Holm, we paid 981,371 (approximately $1.4 million) for his services for the period from May 2005 through April 2007. We were also responsible for paying other costs pertaining to Mr. Holm, including housing in Budapest and for certain of Mr. Holm s travel costs back to his home in Denmark.

For Mr. Wurtz, we paid 501,707 (approximately $0.7 million) for his services for the period from June 2005 through April 2007. We were also responsible for paying Mr. Wurtz s housing in Budapest.

All of the directors of the Company are covered by a directors and officers liability policy taken out by TDC. As of December 31, 2007, we had approximately $302,000 in expenses for our portion of the overall premium paid by TDC.

We have agreements in place with TDC, pursuant to which TDC and the Company transport international voice, data and Internet traffic for each other over our respective telecommunications networks. For the years ended December 31, 2007 and 2006, we transported these services for TDC in the amount of approximately $2,117,000 and $1,825,000, respectively, pursuant to such agreements. For the years ended December 31, 2007 and 2006, we agreed to pay TDC an amount of approximately $866,000 and $691,000, respectively, pursuant to such agreements.

(18) **Employee Benefit Plan**

Effective December 1996, we established a 401(k) salary deferral plan (the 401(k) Plan ) on behalf of our U.S. employees. The 401(k) Plan is a qualified defined contribution plan, and allows participating employees to defer up to 15% of their compensation, subject to certain limitations. Under the 401(k) Plan, we have the discretion to match contributions made by the employee. No matching contributions were made by us in 2007, 2006 or 2005.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(19) **Segments**

We manage our business based on four segments: Mass Market Voice, Mass Market Internet, Business and Wholesale segments. Our management monitors the revenue streams of these categories and operations are managed and financial performance is evaluated based on these segments (see Note 1(d) Revenue Recognition).

Substantially, all of our assets are located in Hungary and over 81% of all of our operating revenues are generated in Hungary. All of our assets are used in all of our market segments due to the nature of our operations

Segment gross margin is the measure used by our management in assessing our segments performance and how to allocate resources.

The revenue by segment and segment gross margin for the periods ended December 31, 2007, 2006 and 2005 were as follows (in thousands):

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* | **2005** |
|---|---|---|---|
| Revenue: | | | |
| Mass Market Voice | $ 108,834 | $ 33,490 | $ 37,083 |
| Mass Market Internet | 33,647 | 3,284 | 2,015 |
| Business | 125,888 | 70,645 | 65,167 |
| Wholesale | 116,824 | 81,841 | 75,378 |
| Total revenue | 385,193 | 189,260 | 179,643 |
| Segment Cost of Sales: | | | |
| Mass Market Voice | (22,124) | (7,212) | (7,042) |
| Mass Market Internet | (5,650) | (121) | (45) |
| Business | (35,313) | (19,685) | (14,624) |
| Wholesale | (68,751) | (46,330) | (40,426) |
| Total segment cost of sales | (131,838) | (73,348) | (62,137) |
| Backbone rental expenses | (15,548) | (9,709) | (8,148) |
| Network operating expenses | (18,506) | (8,748) | (7,624) |
| Direct personnel expenses | (18,660) | (6,211) | (7,409) |
| Total cost of sales | (184,552) | (98,016) | (85,318) |
| Segment Gross Margin: | | | |
| Mass Market Voice | $ 86,710 | $ 26,278 | $ 30,041 |
| Mass Market Internet | 27,997 | 3,163 | 1,970 |
| Business | 90,575 | 50,960 | 50,543 |
| Wholesale | 48,073 | 35,511 | 34,952 |
| Total segment gross margin | 253,355 | 115,912 | 117,506 |
| Backbone rental expenses | (15,548) | (9,709) | (8,148) |
| Network operating expenses | (18,506) | (8,748) | (7,624) |
| Direct personnel expenses | (18,660) | (6,211) | (7,409) |

| | | | |
|---|---|---|---|
| Selling, general and administrative expenses | (66,348) | (35,101) | (37,845) |
| Severance costs | (9,103) | (700) | (2,533) |
| Depreciation and amortization | (79,003) | (26,137) | (23,968) |
| Income from operations | 46,187 | 29,306 | 29,979 |

For the years ended December 31, 2007, 2006 and 2005 none of our customers accounted for more than 10% of our total gross revenue.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

Revenue by country for the periods ended December 31, 2007, 2006 and 2005 were as follows (in thousands):

| *(in thousands)* | **2007** | **2006** *(as restated see Note 1(c))* | **2005** |
|---|---|---|---|
| Revenue: | | | |
| Hungary | $ 373,311 | $ 186,660 | $ 179,251 |
| Romania | 11,490 | 1,623 | 204 |
| Bulgaria | 289 | 977 | 176 |
| Slovakia | | | |
| Austria | | | 12 |
| Slovenia | 103 | | |
| Total revenue | 385,193 | 189,260 | 179,643 |

The net book values of long-lived assets by country as of December 31, 2007 and 2006 were as follows (in thousands):

| *(in thousands)* | **2007** | **2006** |
|---|---|---|
| Long-Lived Assets: | | |
| Hungary | $ 878,940 | $ 226,979 |
| Romania | 12,196 | 1,347 |
| Bulgaria | 1,065 | 1,011 |
| Slovakia | 148 | 160 |
| Austria | | 104 |
| Slovenia | 84 | 92 |
| Total long-lived assets | 892,433 | 229,693 |

(20) **Severance Costs**

Our severance expenses for year ended December 31, 2007, of $9.1 million, are primarily due to the termination costs related to the restructuring of our operations following the Invitel Acquisition. Out of our total severance cost, $643,000 was unpaid at December 31, 2007.

Our severance expenses for year ended December 31, 2006, of $0.7 million, are due primarily to the termination costs related to an officer, as well as other individually insignificant severance costs related to the workforce of the Hungarian entities.

(21) **Summary of non-cash transactions**

Cash paid interest during the years ended December 31, 2007, 2006 and 2005 was $45.0 million, $12.1 million and $10.3 million, respectively and cash paid income taxes during the years ended December 31, 2007, 2006 and 2005 was $10.2 million, $5.5 million and $4.6 million, respectively.

Summary of non-cash transactions:

During 2005 we:

Assumed debt, on February 28, 2005, of   66M ($80.5 million at historical exchange rates) on acquisition of subsidiaries.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

Issued 106,814 net shares of Common Stock under the terms of employee stock option exercises.

Entered into capital lease arrangements concerning vehicles, the value of which at the date of lease inception was $1.4 million.

Issued 6,000 shares of Common Stock in May, which vested over a one year period, as compensation to members of the Board of Directors. The recognized compensation expense of these stock grants in 2005 amounted to $92,000.

During 2006 we:

Issued 10,204 shares of Common Stock under the terms of employee stock option exercises.

Issued 6,000 shares of Common Stock in May, cancelled 1,500 shares in September and issued an additional 1,500 shares in December, which vested in May 2007, as compensation to members of the Board of Directors. The recognized compensation expense of these stock grants in 2006 amounted to $56,000.

During 2007:

On March 28, 2007, TDC exercised its warrants for 2.5 million shares by exchanging notes in the principal amount of $25 million, which were issued by us and held by TDC. We recorded a non-cash expense of $15.1 million and $0.1 for the first quarter 2007 and 2006, respectively, relating to the change in the fair market value of the warrants.

On April 27, 2007 in connection with the acquisition of Matel Holdings as described in Note 2, we issued 938,550 shares with an assigned value of $15 million (  11 million) and assumed debt of Invitel in the amount of $525 million.

On May 24, 2007 we issued 6,500 shares to directors

(22) **Subsequent Events**

As of January 1, 2008 we completed the legal consolidation of some of our Hungarian operating subsidiaries. Hungarotel, PanTel and Euroweb Hungary merged into Invitel.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Schedule I Condensed Financial Statements of Registrant**

**Hungarian Telephone and Cable Corp.**

**Condensed Balance Sheets**

**(In thousands, except share data)**

| | 2007 | 2006 |
|---|---|---|
| Assets | | |
| Cash and cash equivalents | $ 224 | $ 548 |
| Amounts due from subsidiary | 2,969 | 2,608 |
| Current deferred tax asset | | |
| Prepayments and accrued income | 119 | 2,472 |
| Other current assets | 10 | 57 |
| Total current assets | 3,322 | 5,685 |
| Investment in subsidiary and affiliates | 34,995 | 105,957 |
| Long-term loan to subsidiary | 177 | 12,495 |
| Deferred tax asset | | |
| Capitalized transaction costs | 10,939 | 809 |
| Total assets | 49,433 | $ 124,946 |
| Liabilities and Stockholders Equity | | |
| Accounts payable and accruals | $ 2,305 | $ 4,882 |
| Due to related parties | 4,914 | 815 |
| Total current liabilities | 7,219 | 5,697 |
| Stock option liability | 6,070 | 7,220 |
| Warrants | | 13,050 |
| Long-term debt | | 24,657 |
| Total liabilities | 13,289 | 50,624 |
| Commitments and Contingencies | | |
| Redeemable Equity Securities | 15,049 | |
| Stockholders equity: | | |
| Cumulative Convertible Preferred stock, $.01 par value; $70.00 liquidation value. Authorized 200,000 shares; issued and outstanding 30,000 shares in 2007 and 2006 | | |
| Common stock, $.001 par value. Authorized 25,000,000 shares; issued and outstanding 15,471,950 shares in 2007 and 12,812,665 shares in 2006 | 15 | 14 |
| Additional paid-in capital | 193,013 | 139,999 |
| Accumulated deficit | (188,298) | (91,727) |
| Accumulated other comprehensive income (loss) | 16,365 | 26,036 |
| Total stockholders equity | 21,095 | 74,322 |
| Total liabilities and stockholders equity | $ 49,433 | $ 124,946 |

See accompanying notes to condensed financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Schedule I Condensed Financial Statements of Registrant**

**Hungarian Telephone and Cable Corp.**

**Condensed Statements of Operations**

**Years ended December 31, 2007, 2006 and 2005**

**(In thousands, except share and per share data)**

| | 2007 | 2006 | 2005 |
|---|---|---|---|
| Management services revenues | $ 6,542 | 7,421 | 6,175 |
| Operating expenses: | | | |
| Operating and maintenance expenses | 7,947 | 6,467 | 7,153 |
| Depreciation and amortization | | | |
| Total operating expenses | 7,947 | 6,467 | 7,153 |
| Income (loss) from operations | (1,405) | 954 | (978) |
| Other income (expenses): | | | |
| Foreign exchange gains (losses), net | 1 | 1,310 | (1,219) |
| Interest expense | (911) | (3,484) | (3,006) |
| Interest income | 303 | 849 | 756 |
| Gains (losses) from fair value changes of derivative financial instruments | (3,552) | | |
| Gains (losses) from fair value change of warrants | (15,075) | 3,300 | (1,500) |
| Earnings in equity of subsidiaries | $ (75,833) | 13,971 | 9,369 |
| Net income (loss) before income taxes | (96,472) | 16,900 | 3,422 |
| Income tax (expense) benefit | | | (2,030) |
| Net income (loss) before cumulative effect of change in accounting principle | $ (96,472) | 16,900 | 1,392 |
| Cumulative effect of change in accounting principle | | (373) | |
| Net income (loss) | (96,472) | 16,527 | 1,392 |
| Cumulative convertible preferred stock dividends | (99) | (105) | (105) |
| Net income (loss) attributable to common stockholders | $ (96,571) | 16,422 | 1,287 |

See accompanying notes to condensed financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Schedule I Condensed Financial Statements of Registrant**

**Hungarian Telephone and Cable Corp.**

**Condensed Statements of Cash Flows**

**Years Ended December 31, 2007, 2006 and 2005**

**(In thousands)**

| | 2007 | 2006 | 2005 |
|---|---|---|---|
| Net cash provided by (used in) operating activities | $ (13,337) | 84 | 218 |
| Cash flows from investing activities: | | | |
| Acquisition of subsidiaries | | | (15,637) |
| Proceeds from sale of interest in affiliates | | | 15,929 |
| Acquisition of interests in affiliates | | | |
| Net cash provided by (used in) investing activities | | | 292 |
| Cash flows from financing activities: | | | |
| Provision of inter-company loan to subsidiary | | | (12,699) |
| Repayment of inter-company loan from subsidiary | 13,014 | | 12,290 |
| Other | (1) | | (1) |
| Proceeds from inter-company loan repayment | | | |
| Preferred stock dividends paid | | | |
| Proceeds from exercise of stock options | | | |
| Net cash (used in) provided by financing activities | 13,013 | | (410) |
| Net increase (decrease) in cash and cash equivalents | (324) | 84 | 100 |
| Cash and cash equivalents at beginning of year | 548 | 464 | 364 |
| Cash and cash equivalents at end of year | $ 224 | 548 | 464 |

See accompanying notes to condensed financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Schedule I Condensed Financial Statements of Registrant**

**Hungarian Telephone and Cable Corp.**

**Notes to Condensed Financial Statements**

**Years Ended December 31, 2007, 2006 and 2005**

(1) **Description of Business and Other Related Matters**

The accompanying condensed financial statements of Hungarian Telephone and Cable Corp. ( HTCC or the Registrant ) have been prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). In preparing the financial statements, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenue and expenses during the reporting period. Actual results could differ from those estimates.

HTCC s only source of cash is payments under its management service agreements and dividends, if any, from its subsidiaries (the subsidiaries ). The subsidiaries ability to pay dividends or make other capital distributions to HTCC is governed by applicable law, and is significantly restricted by certain obligations of the subsidiaries. The subsidiaries are borrowers and/or guarantors under a banking credit facility and Note Indentures which provide that the subsidiaries can only make distributions to HTCC for limited purposes and under restrictive conditions.

The condensed financial statements should be read in conjunction with the audited consolidated financial statements of Hungarian Telephone and Cable Corp. and its subsidiaries as of December 31, 2006 and 2007, and for the years ended December 31, 2007, 2006 and 2005, including the notes thereto, set forth in the Company s consolidated financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Schedule II Valuation Accounts of Registrant Hungarian Telephone and Cable Corp.**

| DESCRIPTION | Balance at the Beginning of Year | Allowance Acquired on Acquisition | Allowance for Bad Debt Expense | Translation Adjustment | Balance at the End of Year |
|---|---|---|---|---|---|
| Allowance for doubtful accounts receivable | | | | | |
| Year ended December 31, 2005 | $ 3,305,000 | $ 180,000 | $ 899,000 | $ (586,000) | $ 3,798,000 |
| Year ended December 31, 2006 | $ 3,798,000 | | $ 1,480,000 | $ 330,000 | $ 5,608,000 |
| Year ended December 31, 2007 | $ 5,608,000 | $ 14,583,000 | $ (3,672,000) | $ 1,114,000 | $ 17,633,000 |

| DESCRIPTION | Balance at the Beginning of Year | Movement During Period | Translation Adjustment | Balance at the End of Year |
|---|---|---|---|---|
| Allowance for deferred tax assets | | | | |
| Year ended December 31, 2005 | $ 11,903,000 | $ 3,010,000 | | $ 14,913,000 |
| Year ended December 31, 2006 | $ 14,913,000 | $ 161,000 | | $ 15,074,000 |
| Year ended December 31, 2007 | $ 15,074,000 | $ 33,363,000 | (583,000) | $ 47,854,000 |

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

**Condensed Consolidated Balance Sheets at September 30, 2008 and December 31, 2007**

**(In thousands, except share and per share data)**

| | September 30, 2008 (unaudited) | December 31, 2007 |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | $ 24,599 | $ 20,897 |
| Accounts receivable, net of allowance of $24,262 in 2008 and $17,633 in 2007 | 94,906 | 85,684 |
| Derivative financial instruments | 977 | 977 |
| Prepaid expenses and accrued income | 16,269 | 5,049 |
| Other current assets | 7,710 | 6,228 |
| Total current assets | 144,461 | 118,835 |
| Property, plant and equipment, net of depreciation of $273,875 in 2008 and $216,090 in 2007 | 819,568 | 691,485 |
| Goodwill, net | 81,938 | 81,534 |
| Intangibles assets, net of amortization of $52,060 in 2008 and $35,310 in 2007 | 278,916 | 200,948 |
| Deferred costs | 14,951 | 14,828 |
| Derivative financial instruments | 1,906 | 2,076 |
| Other non-current assets | 1,647 | 485 |
| Total assets | $ 1,343,387 | $ 1,110,191 |

See accompanying notes to condensed consolidated financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

**Condensed Consolidated Balance Sheets at September 30, 2008 and December 31, 2007**

**(In thousands, except share and per share data)**

| | September 30, 2008 (unaudited) | December 31, 2007 |
|---|---|---|
| Liabilities and Stockholders Equity | | |
| Current liabilities: | | |
| Current instalments of long-term debt | $ 68,723 | $ 37,114 |
| Current obligations under capital leases | 7,883 | 430 |
| Accounts payable | 64,369 | 58,797 |
| Accrued expenses and deferred income | 68,328 | 70,169 |
| Derivative financial instruments | 44,895 | 22,138 |
| Other current liabilities | 29,936 | 11,205 |
| Total current liabilities | 284,134 | 199,853 |
| Long-term debt, excluding current instalments | 947,027 | 812,865 |
| Long-term obligations under capital leases, excluding current portion | 6,651 | 13 |
| Derivative financial instruments | 2,953 | 17,381 |
| Deferred tax liabilities | 16,905 | 19,642 |
| Deferred income | 51,506 | 17,265 |
| Other non-current liabilities | 23,460 | 7,020 |
| Total liabilities | 1,332,636 | 1,074,039 |
| Commitments and contingencies | | |
| Minority interest | 9 | 8 |
| Redeemable equity securities | 15,049 | 15,049 |
| Stockholders equity (deficit): | | |
| Cumulative convertible preferred stock, $.01 par value; $70.00 liquidation value. Authorized 200,000 shares; issued and outstanding 30,000 shares in 2008 and 2007 | | |
| Common stock, $.001 par value. Authorized 25,000,000 shares; issued and outstanding 15,487,183 shares in 2008 and 15,471,950 shares in 2007 | 15 | 15 |
| Additional paid-in capital | 193,013 | 193,013 |
| Accumulated deficit | (232,238) | (188,298) |
| Accumulated other comprehensive income | 34,903 | 16,365 |
| Total stockholders equity (deficit) | (4,307) | 21,095 |
| Total liabilities and stockholders equity (deficit) | $ 1,343,387 | $ 1,110,191 |

See accompanying notes to condensed consolidated financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

**Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)**

**For the Three and Nine Month Periods Ended September 30, 2008 and 2007**

**(In thousands, except share and per share data)**

**(unaudited)**

| | Three Months Ended September 30, 2008 | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2008 | Nine Months Ended September 30, 2007 |
|---|---|---|---|---|
| Revenue | $ 153,083 | $ 116,139 | $ 432,605 | $ 258,127 |
| Operating expenses: | | | | |
| Cost of Sales (exclusive of depreciation shown below) | 61,846 | 57,455 | 177,038 | 124,309 |
| Selling, general and administrative | 28,652 | 19,044 | 90,135 | 52,600 |
| Depreciation and amortization | 34,085 | 26,334 | 93,018 | 51,757 |
| Total operating expenses | 124,583 | 102,833 | 360,191 | 228,666 |
| Income from operations | 28,500 | 13,306 | 72,414 | 29,461 |
| Other income (expenses) | | | | |
| Foreign exchange gains (losses), net | (11,400) | (8,187) | 22,722 | (1,688) |
| Interest expense | (29,785) | (19,170) | (87,733) | (37,323) |
| Interest income | 661 | 471 | 1,493 | 953 |
| Gains (losses) on derivative financial instruments | 6,348 | 6,573 | (31,238) | (59,327) |
| Gains (losses) from fair value changes of warrants | | | | (15,075) |
| Loss on extinguishment of debt | | | | (2,918) |
| Other, net | 33 | (16) | (1,967) | 70 |
| Income (loss) before income taxes | (5,643) | (7,023) | (24,309) | (85,847) |
| Income tax benefit (expense) | | | | |
| Current | (15,602) | (2,354) | (19,423) | (5,868) |
| Deferred | 1,147 | (1,783) | (129) | 9,758 |
| Total income tax benefit (expense) | (14,455) | (4,137) | (19,552) | 3,890 |
| Net income (loss) before minority interest | $ (20,098) | $ (11,160) | $ (43,861) | $ (81,957) |
| Minority interest | 2 | (1) | (1) | 6 |
| Net income (loss) after minority interest | $ (20,096) | $ (11,161) | $ (43,862) | $ (81,951) |
| Cumulative convertible preferred stock dividends | (26) | (21) | (78) | (72) |
| Net income (loss) attributable to common stockholders | (20,122) | (11,182) | (43,940) | (82,023) |
| Foreign currency translation adjustment | (8,465) | (4,142) | 18,538 | 6,699 |
| Total comprehensive income (loss) | (28,587) | (7,040) | (25,402) | (75,324) |
| Net income (loss) per common share: | | | | |
| Basic | $ (1.23) | $ (0.68) | $ (2.68) | $ (5.40) |

| | | | | |
|---|---|---|---|---|
| Diluted | $ (1.23) | $ (0.68) | $ (2.68) | $ (5.40) |
| Weighted average number of common shares outstanding: | | | | |
| Basic | 16,425,733 | 16,418,244 | 16,421,268 | 15,187,502 |
| Diluted | 16,425,733 | 16,418,244 | 16,421,268 | 15,187,502 |

See accompanying notes to condensed consolidated financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

**Condensed Consolidated Statements of Stockholders Equity (Deficit)**

**(In thousands, except share data)**

**(unaudited)**

| | Shares | Common Stock | Preferred Stock | Additional Paid-in Capital | Accumulated deficit | Accumulated Other Comprehensive Income | Total Stockholders Equity |
|---|---|---|---|---|---|---|---|
| Balances at December 31, 2007 | 15,471,950 | $ 15 | | $ 193,013 | $ (188,298) | $ 16,365 | $ 21,095 |
| Net settlement of stock option exercise | 9,233 | | | | | | |
| Issue of shares to directors | 6,000 | | | | | | |
| Cumulative convertible preferred stock dividends | | | | | (78) | | (78) |
| Net income (loss) after minority interest | | | | | (43,862) | | (43,862) |
| Foreign currency translation adjustment | | | | | | 18,538 | 18,538 |
| Balances at September 30, 2008 | 15,487,183 | $ 15 | | $ 193,013 | $ (232,238) | $ 34,903 | $ (4,307) |

See accompanying notes to condensed consolidated financial statements.

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**HUNGARIAN TELEPHONE AND CABLE CORP.**

**Condensed Consolidated Statements of Cash Flows**

**For the Nine Month Period Ended September 30, 2008 and 2007**

**(In thousands)**

**(unaudited)**

| | 2008 | 2007 |
|---|---|---|
| Net cash provided by / (used in) operating activities | $ 93,465 | $ 52,868 |
| Cash flows from investing activities: | | |
| Acquisition of telecommunications network equipment and intangible assets | (81,201) | (41,310) |
| Acquisition of subsidiaries, net of cash acquired | (32,635) | (111,348) |
| Settlement of derivative financial instruments | (32,793) | 2,696 |
| Proceeds from sale of assets | 2,254 | 2,629 |
| Net cash provided by / (used in) investing activities | (144,375) | (147,333) |
| Cash flows from financing activities: | | |
| Repayments of long-term debt | (99,566) | (166,552) |
| Proceeds from new long-term borrowings | 166,508 | 272,242 |
| Refinancing costs paid | (7,641) | (18,846) |
| Principal payments under capital lease obligations | (4,792) | (360) |
| Release of restricted cash | | 12,251 |
| Net cash provided by / (used in) financing activities | 54,509 | 98,735 |
| Effect of foreign exchange rate changes on cash | 103 | 1,927 |
| Net increase in cash and cash equivalents | 3,702 | 6,197 |
| Cash and cash equivalents at beginning of period | 20,897 | 18,794 |
| Cash and cash equivalents at end of period | $ 24,599 | $ 24,991 |

Summary of material non-cash transactions:

We had derivative financial instruments with a positive non-cash effect of $1.6 million for the nine months ended September 30, 2008.

As of September 30, 2008 we had accounts payable relating to acquisition of telecommunications network equipment and intangible assets of $8.0 million.

As of September 30, 2008 we had an amount of $2.4 million payable to Memorex minority shareholders relating to the acquisition of the 4.3% equity stake in Memorex.

On March 5, 2008, in connection with the Memorex Acquisition, we assumed net debt of $117.1 million.

On March 28, 2007, TDC exercised its warrants for 2.5 million shares at $10 per share by exchanging notes in the principal amount of $25 million, which were issued by us and held by TDC. We recorded a non-cash expense of $15.1 million for the six months ended June 30, 2007 relating to the change in the fair market value of the warrants.

On April 27, 2007 in connection with the Invitel Acquisition we issued 938,550 shares with an assigned value of $15 million and assumed debt of Invitel in the amount of $525 million.

See accompanying notes to condensed consolidated financial statements

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

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

(a) *Basis of Presentation*

The accompanying unaudited condensed consolidated financial statements of Hungarian Telephone and Cable Corp. ( HTCC ) with its consolidated subsidiaries, HTCC Holdco I B.V. ( Holdco I ), HTCC Holdco II B.V. ( Holdco II ), Matel Holdings N.V. ( Matel Holdings ) Magyar Telecom B.V. ( Matel ), Invitel Tavkozlesi Szolgaltato zRt. ( Invitel ), Euroweb Romania S.A. ( Euroweb Romania ), Invitel International and its subsidiaries (formerly Memorex Telex Communications AG, Memorex ), Invitel Telecom Kft. ( Tele2 Hungary ) and Invitel Technocom Kft. ( Invitel Technocom ) (together, the Company ) include all adjustments, consisting mainly of normal recurring accruals, necessary for a fair statement of the results of the interim periods. Invitel and Memorex own and consolidate several minor non-Hungarian subsidiaries within the Central and South Eastern European region.

Unless the context requires otherwise, references in this report to the Company , we , us and our refer to Hungarian Telephone and Cable Corp. and its consolidated subsidiaries.

Results for interim periods are not necessarily indicative of the results for a full year. All inter-company balances and transactions have been eliminated.

On March 5, 2008 we acquired 95.7% of the outstanding equity in Austrian-based Memorex (the Memorex Acquisition ). Memorex has operations in numerous countries within the Central and South Eastern European region, including Austria, Turkey, Slovakia, Czech Republic, Germany and Romania. The final purchase price for the 95.7% Memorex equity stake was EUR 18.8 million (approximately $28.6 million at closing) plus the assumption of debt. We refinanced a significant portion of Memorex s debt at closing. We funded the Memorex Acquisition and the refinancing of the Memorex debt with a subordinated bridge loan facility.

On August 28, 2008 we also acquired the remaining 4.3% stake of Memorex from the minority shareholders in Memorex, which gave us 100% ownership in the equity of Memorex. The final purchase price for the Memorex minority interest was EUR 1.9 million (approximately $2.9 million at closing).

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the U.S. (U.S. GAAP). In preparing financial statements in conformity with U.S. GAAP, management is required to make estimates and assumptions. These estimates and assumptions affect reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as revenues and expenses during the reporting period. Actual results could differ from those estimates.

The year-end condensed consolidated balance sheet data was derived from audited consolidated financial statements, but does not include all disclosures required by U.S. GAAP.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2007, including the notes thereto, which are filed with the Unites States Securities and Exchange Commission ( SEC ).

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**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

(b) *Earnings per Share*

Basic earnings per share ( EPS ) is computed by dividing income attributable to common stockholders by the weighted average number of common shares outstanding for the period. The computation of diluted EPS is similar to the computation of basic EPS, except that the weighted average number of common shares outstanding is increased to include additional shares from the assumed exercise of stock options and warrants and the conversion of the convertible preferred stock, where dilutive. The number of additional shares is calculated by assuming that preferred securities were converted and that outstanding stock options and warrants were exercised and the proceeds were used to acquire shares of our common stock at the average market price during the reporting period.

The following is the reconciliation from basic earnings (loss) per share to diluted earnings (loss) per share for the three and the nine months ended September 30, 2008 and 2007:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|---|---|---|---|
| *($ in thousands, except share data)* | **2008** | **2007** | **2008** | **2007** |
| Net income (loss) attributable to common stockholders (A) | $ (20,122) | $ (11,182) | $ (43,940) | $ (82,023) |
| plus: preferred stock dividends | | | | |
| Net income (loss) (B) | $ (20,122) | $ (11,182) | $ (43,940) | $ (82,023) |
| Determination of shares: | | | | |
| Weighted average common shares outstanding basic (C) | 16,425,733 | 16,418,244 | 16,421,268 | 15,187,502 |
| Assumed conversion of dilutive stock options and cumulative convertible preferred stock | | | | |
| Weighted average common shares outstanding diluted (D) | 16,425,733 | 16,418,244 | 16,421,268 | 15,187,502 |
| Net loss per common share: | | | | |
| Basic (A/C) | $ (1.23) | $ (0.68) | $ (2.68) | $ (5.40) |
| Diluted (B/D) | $ (1.23) | $ (0.68) | $ (2.68) | $ (5.40) |

For the three months ended September 30, 2008 and 2007, preferred stock dividends of $26,000 and $21,000, respectively, and common stock equivalents and convertible preferred stock of 582,261 and 1,059,981, respectively, were excluded from the computation of diluted loss per share because the effect of their inclusion would be anti-dilutive.

For the nine months ended September 30, 2008 and 2007, preferred stock dividends of $78,000 and $72,000, respectively, and common stock equivalents and convertible preferred stock of 535,474 and 1,790,538, respectively, were excluded from the computation of diluted loss per share because the effect of their inclusion would be anti-dilutive.

(c) *Foreign Currency Translation*

We use the Hungarian forint ( HUF ) as the functional currency for our Hungarian subsidiaries. Our Hungarian subsidiaries assets and liabilities are translated into U.S. dollars using the exchange rates in effect at the balance sheet date. Results of operations are translated

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

into U.S. dollars using the average exchange rates prevailing throughout the period. Euro denominated debt is re-measured into HUF with a corresponding charge to earnings as exchange gains (losses). The effects of exchange rate fluctuations on translating HUF assets and liabilities into U.S. dollars are included in accumulated other comprehensive income in stockholders equity (deficit).

We use the euro ( EUR ) as the functional currency of Memorex and its subsidiaries. Accordingly, foreign currency assets and liabilities of Memorex s subsidiaries are translated into EUR using the exchange rates in effect at the balance sheet date. Results of operations are translated into EUR using the average exchange rates prevailing throughout the period. The effects of exchange rate fluctuations on translating the local currency assets and liabilities of Memorex s subsidiaries into EUR are accumulated as part of foreign exchange gains (losses) in the consolidated statement of operations. The effects of exchange rate fluctuations on translating EUR assets and liabilities into U.S. dollars are included in accumulated in other comprehensive income in stockholders equity (deficit).

The translation of the subsidiaries Hungarian forint denominated balance sheets into U.S. dollars as of September 30, 2008, has been affected by the strengthening of the Hungarian forint against the U.S. dollar from 172.61 as of December 31, 2007 to 169.15 as of September 30, 2008, an approximate 2% depreciation in value of the U.S. dollar against the HUF. The average Hungarian forint/U.S. dollar exchange rates used for the translation of the subsidiaries Hungarian forint denominated statements of operations into U.S. dollars for the three months ended September 30, 2008 and 2007 were 157.15 and 183.27, respectively. The average Hungarian forint/U.S. dollar exchange rates used for the translation of the subsidiaries Hungarian forint denominated statements of operations and statements of cash flows into U.S. dollars for the nine months ended September 30, 2008 and 2007 were 162.97 and 186.73, respectively.

The translation of the subsidiaries euro denominated balance sheets into U.S. dollars as of September 30, 2008, has been affected by the weakening of the euro against the U.S. dollar from 1.47 as of December 31, 2007 to 1.44 as of September 30, 2008, an approximate 2% appreciation in value of the U.S. dollar against the euro. The average euro-U.S. dollar exchange rates used for the translation of the subsidiaries euro denominated statements of operations into U.S. dollars for the three months ended September 30, 2008 and 2007 were 1.50 and 1.37, respectively. The average euro/U.S. dollar exchange rates used for the translation of the subsidiaries euro denominated statements of operations and statements of cash flows into U.S. dollars, for the nine months ended September 30, 2008 and 2007 were 1.52 and 1.34, respectively.

(d) *Stock Based Compensation*

We have three equity compensation plans: the stock option plan that was adopted by our Board of Directors in April 1992, which was amended and renamed upon the approval of our stockholders in 2002 (the 2002 Plan ); the Non-Employee Director Stock Option Plan (the Directors Plan ) which was established by our Board of Directors in 1997; and the 2004 Long-Term Incentive Plan (the 2004 Plan ) which was approved by our stockholders in 2004.

As of September 30, 2008, we had outstanding options to purchase 80,000 shares of common stock issued from the 2002 Plan; outstanding options to purchase 85,000 shares of common

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

stock issued from the Directors Plan; and outstanding options to purchase 410,000 shares of common stock under the 2004 Plan. Upon the approval of the 2004 Plan, we agreed not to issue any more options from either the 2002 Plan or the Directors Plan.

(e) *Goodwill*

We test goodwill for impairment on an annual basis, or more often, if events or circumstances indicate that there may be impairment. In light of the recent challenging economic environment, we performed interim impairment testing as of September 30, 2008.

The estimated fair values of our operating segments were based on discounted cash flow models derived from our business plan. Based on current results, we determined that the fair values of our operating segments continue to exceed their book values and, therefore, no goodwill impairment charge was recorded as of September 30, 2008. Management will continue to monitor and evaluate the carrying value of goodwill.

(f) *Recently Adopted Accounting Pronouncements*

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value in GAAP, and enhances disclosures about fair value measurements. SFAS 157 applies when other accounting pronouncements require fair value measurements; it does not require new fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those years. In February 2008 the FASB issued a Staff Position that delays the effective date of SFAS 157. Delayed application of SFAS 157 is permitted for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. We adopted SFAS 157 as of January 1, 2008 for financial assets and liabilities. The adoption of SFAS 157 has not had a material effect on our financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 ( SFAS 159 ), which permits entities to choose to measure many financial instruments and certain warranty and insurance contracts at fair value on a contract-by-contract basis. SFAS 159 applies to all reporting entities and contains financial statement presentation and disclosure requirements for assets and liabilities reported at fair value as a consequence of the election. SFAS 159 is effective as of the beginning of an entity s first fiscal year that begins after November 15, 2007. We adopted SFAS 159 as of January 1, 2008. The adoption of SFAS 159 has not had a material effect on our financial position or results of operations.

In October, 2008 the FASB issued FASB Staff Position statement No. FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active ( FSP FAS 157-3 ). This standard clarifies the application of FASB statement No.157, Fair Value Measurements and illustrates key considerations in determining the fair value of a financial asset when a market is not active. FSP FAS 157-3 became effective upon issuance with revisions resulting from its application to be accounted for as a change in accounting estimate in accordance with SFAS Statement No. 154, Accounting Changes and Error Corrections. The adoption of FSP FAS 157-3 has not had a material effect on our financial position or results of operations.

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

(g) *Recently Issued Accounting Pronouncements*

In March 2008, the FASB issued FASB Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 ( SFAS 161 ). SFAS 161 changes disclosure requirements for derivative instruments and hedging activities. SFAS 161 requires enhanced disclosures about (a) how and why derivative instruments are used, (b) how derivative and related hedged items are accounted for under FASB Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect financial position, financial performance, and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. We are currently assessing the impact of SFAS 161.

(2) **Related Parties**

TDC, the leading provider of communications solutions in Denmark, owns 63.9% of our outstanding common stock and 62.4% of our outstanding common stock on a fully diluted basis. Four of the seven members of our Board of Directors are officers of TDC. TDC owns 30,000 shares of preferred stock which are convertible into 300,000 shares of our common stock. We have reciprocal commercial agreements in place with TDC pursuant to which we transport international voice, data and Internet traffic over our respective telecommunications networks for each other.

The net balance of receivables from and payables to related parties was a net payable to TDC in the amount of $891,000 at September 30, 2008. This represents cumulative preferred stock dividends in arrears payable to TDC in the amount of $934,000 and a net $43,000 receivable in connection with our agreements to transport telecommunications traffic for each other.

On March 28, 2007, TDC exercised its warrants to purchase 2,500,000 shares of our common stock at $10 per share in exchange for notes issued by us and held by TDC in the principal amount of $25 million.

Torben V. Holm was an employee of TDC when he served as our President and Chief Executive Officer and as the head of management s executive committee from 2005 through April 2007. Alex Wurtz was also an employee of TDC when he served as our head of Corporate Business Development and as a member of management s executive committee from 2005 through April 2007.

For Mr. Holm, we paid EUR 981,371 (approximately $1.4 million) for his services for the period from May 2005 through April 2007. We were also responsible for paying other costs pertaining to Mr. Holm, including housing in Budapest and for certain of Mr. Holm s travel costs back to his home in Denmark.

For Mr. Wurtz, we paid EUR 501,707 (approximately $0.7 million) for his services for the period from June 2005 through April 2007. We were also responsible for paying Mr. Wurtz s housing in Budapest.

All of our directors are covered by a directors and officers liability policy taken out by TDC. As of September 30, 2008, we had approximately $125,000 in expenses for our portion of the overall premium paid by TDC.

In connection with our agreements with TDC to transport telecommunications traffic for each other, we recorded revenue in the amount of approximately $35,000 and $652,000, respectively, for the three

**HUNGARIAN TELEPHONE AND CABLE CORP. AND SUBSIDIARIES**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

months ended September 30, 2008 and 2007 and approximately $808,000 and $1,707,000 for the nine months ended September 30, 2008 and 2007, respectively, pursuant to such agreements. For the three months ended September 30, 2008 and 2007, TDC charged us approximately $206,000 and $133,000, respectively, pursuant to such agreements. For the nine months ended September 30, 2008 and 2007, TDC charged us approximately $497,000 and $641,000, respectively, pursuant to such agreements.

(3) **Acquisition of Memorex Telex Communications AG**

On March 5, 2008 we acquired 95.7% of the outstanding equity in Austrian-based Memorex Telex Communication AG (the Memorex Acquisition ).

The preliminary purchase consideration for Memorex was EUR 30.1 million (approximately $45.7 million) plus the assumption of debt and transaction costs and other directly related expenses. From the preliminary purchase price EUR 17.9 million (approximately $27.2 million) was paid in cash and the remaining EUR 12.2 million (approximately $18.5 million) was paid into escrow.

Invitel and the selling shareholders of Memorex entered into an Escrow Agreement to set aside a portion of the purchase price cash consideration to cover any breach of the selling shareholders warranties or covenants and to cover any indemnity claims that we might have against the selling shareholders under the purchase agreement. The Escrow Agreement governed the terms and conditions under which the Escrow Amount is released to the selling shareholders of Memorex. Following negotiations, we entered into a Settlement Agreement with the selling shareholders pursuant to which the Escrow Agent was directed to return EUR 11.2 million (approximately $17.1 million at closing foreign exchange rate) to us and the remaining EUR 0.9 million (approximately $ 1.3 million at closing foreign exchange rate) was paid out to the selling shareholders. We received our funds on July 11, 2008.

On August 28, 2008 we also acquired the remaining 4.3% of Memorex from the minority shareholders in Memorex, which gave us 100% ownership of the equity in Memorex. The final purchase price for the Memorex minority interest was EUR 1.9 million (approximately $2.9 million at closing).

We refinanced a significant portion of Memorex s debt at closing. We funded the Memorex Acquisition and the refinancing of the Memorex debt with a subordinated bridge loan facility. We intend to either refinance our bridge loan or, if we choose not to or the market conditions make a refinancing prohibitive, convert the bridge loan to term loans maturing in 2016, which conversion right is permitted, subject to certain conditions, pursuant to the bridge loan agreement.

The primary reason for the Memorex Acquisition was Memorex s business is complementary to Invitel s existing regional wholesale data business. Memorex is a leading alternative telecommunications infrastructure and bandwidth provider in the Central and South Eastern European region and has a diversified customer base.

Under the purchase method of accounting, and in accordance with SFAS No. 141 Business Combinations , we are required to allocate the cost of an acquired business based on the estimated fair values of the assets acquired and liabilities assumed. The following represents our preliminary allocation of the purchase price paid for Memorex based on the estimated fair values of the acquired assets and liabilities assumed. The preliminary allocation of the purchase price is not necessarily indicative of the final allocation of the purchase price consideration. We intend to complete the

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valuation and establish a final purchase price allocation by December 31, 2008 following the completion of valuation studies and integration activities. The purchase price was allocated as follows:

| | *(in thousands)* |
|---|---|
| Current assets | $ 25,936 |
| Property, plant and equipment | 134,559 |
| Intangible assets | 100,027 |
| Deferred tax | 3,858 |
| Current and non-current liabilities | (114,646) |
| Long term debt assumed | (117,099) |
| Net assets acquired | $ 32,635 |
| Purchase Price: | |
| Cash paid to shareholders | 28,548 |
| Cash paid for minority equity stake | 473 |
| Transaction costs and other directly related expenses | 3,614 |
| Total purchase price | $ 32,635 |

The following table presents the fair values of major components of the intangible assets acquired:

| | *(in thousands)* | **Weighted average amortization period** |
|---|---|---|
| Concession rights and licences | $ 794 | 10 years |
| Customer relationships | 22,745 | 14 years |
| Trademark | 168 | 6 months |
| Property rights | 57,542 | 16-20 years |
| Software | 214 | 4 years |
| Vodafone contract | 18,564 | 20 years |
| Total: | $ 100,027 | |

The closing of the Memorex Acquisition occurred on March 5, 2008 and the consolidated results of Memorex from that date (and the balance sheet of Memorex as at September 30, 2008) were consolidated into our financial statements for the three and nine months ended September 30, 2008.

The date of the Invitel acquisition was April 27, 2007, the date of the Tele2 Hungary acquisition was October 18, 2007 and the date of the Memorex acquisition was March 5, 2008. The following table presents our unaudited summarized consolidated financial information, on a pro-forma basis, as though HTCC, Invitel, Tele2 Hungary and Memorex had been combined at the beginning of the respective periods:

| | **Three months ended September 30,** | | **Nine months ended September 30,** | |
|---|---|---|---|---|
| *(in thousands)* | **2008** | **2007** | **2008** | **2007** |

| | *Pro-forma* | *Pro-forma* | *Pro-forma* | *Pro-forma* |
|---|---|---|---|---|
| Revenue | $ 153,083 | $ 139,318 | $ 442,774 | $ 409,553 |
| Income from operations | 28,500 | 17,801 | 69,425 | 43,338 |
| Foreign exchange gains (losses), net | (11,400) | (7,949) | 20,444 | 4,845 |
| Interest expense | (29,785) | (26,724) | (90,849) | (80,064) |
| Net income (loss) attributable to common stockholders | (20,122) | (13,539) | (51,478) | (97,221) |
| Net income (loss) per basic share | $ (1.23) | $ (0.82) | $ (3.13) | $ (6.40) |

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**Notes to the Unaudited Condensed Consolidated Financial Statements**

The above unaudited pro-forma summarized combined financial information is intended for informational purposes only and is not indicative of the results of our operations had the acquisitions actually taken place at the beginning of the respective periods. The unaudited pro-forma summarized combined financial information does not include potential cost savings from operating efficiencies or synergies that may result from the acquisitions.

(4) **Short and long-term debt**

Short-term portion of long-term debt and long-term debt at September 30, 2008 and December 31, 2007 consist of the following:

| *(in thousands)* | **September 30, 2008** *(unaudited)* | **December 31, 2007** |
|---|---|---|
| Memorex Turkey Loan | 14,376 | |
| Amended Facilities Agreement | 54,347 | 37,114 |
| Short-term portion of long-term debt | $ 68,723 | $ 37,114 |
| Amended Facilities Agreement | $ 75,991 | $ 107,907 |
| Memorex Bridge Loan | 143,760 | |
| 1st Memorex Prep Loan | 11,501 | |
| 2nd Memorex Prep Loan | 4,313 | |
| 2007 Notes | 287,520 | 293,552 |
| 2006 PIK Notes | 221,101 | 204,566 |
| 2004 Notes | 202,841 | 206,840 |
| Long-term debt | $ 947,027 | $ 812,865 |

In connection with the Invitel Acquisition on April 27, 2007, we completed the issuance of EUR 200 million aggregate principal amount of floating rate senior notes maturing in 2013 (the 2007 Notes ), the proceeds of which were used to partly finance the Invitel Acquisition and to refinance our existing bank credit facility. As part of the Invitel Acquisition, we also assumed an estimated net indebtedness on closing of EUR 391 million (approximately $528 million at closing, the Assumed Debt ). The Assumed Debt consisted primarily of (i) EUR 133 million in aggregate principal amount and accrued interest of Floating Rate Senior PIK Notes due 2013 (the 2006 PIK Notes ), (ii) EUR 142 million in aggregate principal amount of 10.75% Senior Notes due 2012 (the 2004 Notes ), and (iii) a Facilities Agreement in the amount of EUR 116 million, which was amended and restated in connection with the Invitel Acquisition.

In connection with the Memorex Acquisition on March 5, 2008, we entered into a EUR 100 million (approximately $158 million at closing) Bridge Loan Agreement (the Bridge Loan Agreement ) and further amended and restated our Facilities Agreement (the Amended Facilities Agreement ).

In order to establish the relative rights of certain of our creditors under our financing arrangements, we have entered into an amended and restated Intercreditor Agreement (the Intercreditor Agreement ). Summaries of the terms and conditions of the Amended Facilities Agreement, the 2007 Notes, the 2006 PIK Notes, the 2004 Notes, the Bridge Loan Agreement and the Intercreditor Agreement are set forth below. The summaries do not purport to be complete and are qualified in their entirety by reference to the full text of such documents, copies of which are filed with the Securities and Exchange Commission. We have also summarized three loan agreements that we assumed as part of the Memorex Acquisition.

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**Notes to the Unaudited Condensed Consolidated Financial Statements**

*The Amended Facilities Agreement*

In connection with the Invitel Acquisition on April 27, 2007, an amendment was made to the Facilities Agreement, dated August 6, 2004 between Matel, Invitel, as borrower, certain subsidiary companies as original guarantors, and certain financial institutions. The Amended Facilities Agreement provides for facilities of up to EUR 145 million (or the euro equivalent thereof), comprised of (i) a euro amortizing term loan of EUR 96.9 million, (ii) a Hungarian forint amortizing term loan of HUF 4,628 million (approximately EUR 18.5 million), (iii) a revolving credit facility of EUR 4.2 million and HUF 200 million (approximately EUR 0.8 million), and (iv) a euro liquidity facility of EUR 25 million. As of September 30, 2008 we had undrawn lines of credit of EUR 4.2 million (approximately \$6.0 million) and HUF 200 million (approximately \$1.2 million) under the revolving credit facility and EUR 15 million (approximately \$21.6 million) under the euro liquidity facility.

Advances under the Amended Facilities Agreement bear interest for each interest period at annual rates equal to EURIBOR (currently 4.96%) or BUBOR (currently 8.83%, based on the Budapest interbank offer rates) plus an applicable margin. The applicable margin (currently 1.5%) is set based on the ratio of all of our senior debt, as defined in the Amended Facilities Agreement, to EBITDA, based on our most recently delivered quarterly management accounts and financial statements. Under the Amended Facilities Agreement, we are obligated to pay customary fees to the lenders (annual facility agency fee of EUR 100,000 and security trustee fee of EUR 8,000) including an up-front fee and a commitment fee (currently 0.75%) in relation to available and undrawn commitments under the revolving credit facility and the liquidity facility.

Our obligations under the Amended Facilities Agreement are guaranteed and are collateralized on a senior basis by (i) a first ranking pledge of all the share capital of the obligors, (ii) assignments of intercompany loans and any relevant cross guarantees of the obligors from time to time, (iii) a pledge of accounts by the obligors, and (iv) floating charges over all assets. Such security interests also collateralize, on a *pari passu* basis, all hedging obligations with respect to the Amended Facilities Agreement, the 2007 Notes and the 2004 Notes.

The Amended Facilities Agreement contains certain negative covenants that restrict us (subject to certain agreed upon exceptions) from, among other things, (i) creating or permitting to subsist any security interest over any part of our assets, (ii) merging or consolidating with or into any other person, (iii) selling, transferring, leasing, lending or otherwise disposing of any assets, (iv) incurring or permitting to be outstanding any financial indebtedness (including guarantees), (v) reducing capital or purchasing any class of our shares, (vi) making any investment, including (1) loans to any person, (2) the acquisition of indebtedness or capital or securities of any person, (3) the acquisition of the assets, property or business of any other person, or (4) the creation or acquisition of a subsidiary, (vii) entering into any derivative instruments, (viii) changing the nature of our business or amending our constitutive documents, (ix) entering into any agreement or arrangement other than on an arm s-length basis, (x) paying dividends or making any repayment, prepayment or redemption of principal under any subordinated finance documents including the 2004 Notes, the 2007 Notes and the Bridge Loan Agreement except in accordance with the Intercreditor Agreement, (xi) changing our ownership structure, and (xii) maintaining any bank account that has a credit balance with any person that is not a lender under the Amended Facilities Agreement.

Additionally, the Amended Facilities Agreement requires us to maintain specified consolidated financial ratios, such as leverage ratios (total senior debt to EBITDA and total debt to EBITDA), an interest coverage ratio (EBITDA to total debt interest charges) and a fixed charge coverage ratio (EBITDA minus capital expenditure and cash taxes to total debt charges).

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Under the terms of the Amended Facilities Agreement, we are required to observe certain affirmative undertakings, including, but not limited to, undertakings relating to (i) maintenance of all relevant consents, authorizations and licenses, (ii) conduct of business, (iii) periodic financial statements, management accounts and reports, (iv) auditors and information, (v) insurance and inspection, (vi) notification of environmental claims and expenditures, (vii) compliance with laws, (viii) taxes, and (ix) maintenance of a cost capitalization policy and an interest rate hedging policy.

The term facilities are amortizing term loans with a maturity date of June 30, 2011. No amount repaid or prepaid in relation to the term facilities may be redrawn.

The revolving facility is repayable in an amount equal to 100% of the principal amount outstanding on June 29 and December 30 of each calendar year until the maturity date of June 30, 2010. The liquidity facility is repayable in an amount equal to 100% of the principal amount outstanding at its maturity on June 30, 2010.

Subject to certain exceptions, all loans under the Amended Facilities Agreement will be required to be prepaid upon the occurrence of certain change of control events. Voluntary prepayments and cancellations are permitted.

The Amended Facilities Agreement contains certain events of default customary for senior debt financings as well as an event of default related to Matel Holdings engaging in non-holding company-related activities, the occurrence of which would preclude further borrowings under the revolving facility and permit the lenders to accelerate all outstanding loans and terminate their commitments under the facilities.

*The 2007 Notes*

Upon the completion of the Invitel Acquisition on April 27, 2007, we completed the issuance of the 2007 Notes pursuant to an Indenture, dated as of April 27, 2007 (the 2007 Notes Indenture ). We received EUR 189 million following the payment of financing costs associated with the issuance of the 2007 Notes in the amount of EUR 11 million, which costs were deferred and are amortized to interest expense using the effective interest method over the term of the 2007 Notes. The proceeds from the issuance of the 2007 Notes were used to partly finance the Invitel Acquisition and to refinance our credit facility.

The 2007 Notes mature on February 1, 2013, and bear interest at a rate of EURIBOR plus 3.0% per annum, payable quarterly in arrears on February 1, May 1, August 1 and November 1 of each year, beginning on August 1, 2007. The 2007 Notes are guaranteed by some of our subsidiaries. The 2007 Notes and subsidiary guarantees are collateralized by second-priority liens over certain inter-company funding loans, the capital stock of some of our subsidiaries, which liens rank *pari passu* with the liens over such assets securing our obligations under the 2004 Notes described below.

We have the option to redeem the 2007 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2007 Notes Indenture. In the event of certain change of control events, we must make an offer to purchase the 2007 Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to offer to purchase the 2007 Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount thereof.

The 2007 Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted

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payments, (iii) issue or sell shares in subsidiaries, (iv) agree to restrictions on the payment of dividends by subsidiaries, (v) enter into transactions with affiliates, (vi) create certain liens, (vii) merge, consolidate or combine with other entities, (viii) layer debt, (ix) designate subsidiaries as unrestricted subsidiaries, (x) engage in unrelated business activities and (xi) impair any security interests. The 2007 Notes Indenture also contains customary events of default, including non-payment of principal, interest, premium or other amounts, violation of covenants, bankruptcy events, cross-defaults, material judgments and invalidity of any guarantee, security document or security interest.

*The 2006 PIK Notes*

On October 30, 2006, Invitel Holdings issued the 2006 PIK Notes pursuant to an Indenture, dated as of October 30, 2006 (the 2006 PIK Notes Indenture ). In connection with the closing of the Invitel Acquisition on April 27, 2007, we entered into a supplemental indenture with Invitel Holdings and the 2006 PIK Notes Indenture trustee, pursuant to which we replaced Invitel Holdings as the issuer of the 2006 PIK Notes and assumed all of the rights and obligations of the issuer under the 2006 PIK Notes Indenture.

Interest on the 2006 PIK Notes is payable quarterly in cash or in the form of additional 2006 PIK Notes at an annual rate of EURIBOR plus 8.25%, reset quarterly, plus a ratchet margin, on January 15, April 15, July 15 and October 15 of each year beginning January 15, 2007. The ratchet margin is zero for the period to but excluding October 15, 2009 and 2.00% if the consolidated leverage ratio of our subsidiary, Matel, is greater than 2.50 to 1.00 for any interest period beginning on or after October 15, 2009. The maturity date of the 2006 PIK Notes is April 15, 2013.

Our obligations under the 2006 PIK Notes are general unsubordinated obligations and are collateralized by a first priority lien over the shares of Matel Holdings and effectively subordinated to all existing and future debt of our subsidiaries.

We have the option to redeem the 2006 PIK Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2006 PIK Notes Indenture. In the event of certain change of control events, we must make an offer to purchase the 2006 PIK Notes at a purchase price equal to 101% of the principal amount thereof. We are also required to make an offer to purchase the 2006 PIK Notes with the excess proceeds following certain asset sales at a purchase price equal to 100% of the principal amount of thereof.

The 2006 PIK Notes Indenture contains covenants restricting our ability to, among other things, (i) incur additional indebtedness or issue preferred shares, (ii) make investments and certain other restricted payments, (iii) enter into transactions with affiliates, (iv) create certain liens, (v) enter into sale and leaseback transactions, (vi) issue or sell shares of subsidiaries, (vii) merge, consolidate or combine with other entities, (viii) designate subsidiaries as unrestricted subsidiaries, (ix) engage in unrelated business activities and (x) impair any security interests. The 2006 PIK Notes Indenture also contains customary events of default, including, among other things, non-payment of the principal, interest or premium, if any, on any 2006 PIK Notes, certain failures to comply with any covenant of the 2006 PIK Notes Indenture, certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any security document or security interest.

*The 2004 Notes*

In August 2004, Matel issued the 2004 Notes pursuant to an Indenture, dated as of August 6, 2004, (the 2004 Notes Indenture ) with some of Matel s subsidiaries as guarantors.

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The 2004 Notes mature on August 15, 2012. Interest on the 2004 Notes is payable semi-annually at an annual rate of 10.75% on February 15 and August 15 of each year, beginning on February 15, 2005.

We have the option to redeem the 2004 Notes, as a whole or in part, at any time or from time to time, at redemption prices specified in the 2004 Notes Indenture. Upon certain change of control events, we are required to make an offer to purchase all of the 2004 Notes, at a purchase price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase. We are also required to offer to purchase the 2004 Notes with the excess proceeds from certain sales of assets at 100% of the principal amount of the 2004 Notes, plus accrued and unpaid interest to the date of repurchase.

Our obligations under the 2004 Notes are guaranteed on a senior subordinated basis by some of our subsidiaries that guaranteed our obligations under the 2007 Notes and are collateralized by the same collateral securing the 2007 Notes.

The 2004 Notes Indenture contains covenants which, among other things, limit the ability of Matel and its restricted subsidiaries to (i) incur additional indebtedness and issue preferred shares, (ii) make certain restricted payments and investments, (iii) transfer or sell assets, (iv) enter into transactions with affiliates, (v) create certain liens, (vi) create restrictions on the ability of some of our subsidiaries to pay dividends or other payments to Matel, (vii) guarantee other indebtedness, (viii) enter into sale and leaseback transactions, (ix) issue or sell shares of certain restricted subsidiaries, (x) merge, consolidate, amalgamate or combine with other entities, (xi) designate restricted subsidiaries as unrestricted subsidiaries, and (xii) engage in any business other than a permitted business.

The 2004 Notes Indenture contains customary events of default, including, among others, the non-payment of principal, interest or premium on the 2004 Notes, certain failures to perform or observe any other covenant in the 2004 Notes Indenture, the occurrence of certain defaults under other indebtedness, failure to pay certain indebtedness or judgments, bankruptcy or insolvency events and invalidity of any guarantee, security document or security interest.

*The Bridge Loan Agreement*

In connection with the Memorex Acquisition, we entered into a EUR 100 million (approximately $152.0 million at exchange rate at the date of draw down) Bridge Loan Agreement on March 3, 2008 with our subsidiary Matel as borrower and our subsidiaries Invitel, Invitel Telecom, Invitel Technocom, Memorex and Memorex s Turkish subsidiary as guarantors. The Bridge Loan Agreement was arranged by Merrill Lynch and BNP Paribas, who are the original lenders. On March 5, 2008, the closing date of the Memorex Acquisition, we borrowed the full EUR 100 million pursuant to which we used EUR 30.1 million (approximately $43.3 million) to fund the purchase price for 95.7% of the outstanding equity in Memorex and EUR 46.6 million (approximately $70.0 million) to refinance some of Memorex s existing debt that we assumed at closing. We used EUR 7.6 million (approximately $10.9 million) to pay fees and expenses in connection with the Bridge Loan Agreement and transaction costs in connection with the Memorex Acquisition and we set aside the remaining EUR 15.7 million (approximately $22.6 million) for working capital purposes. In addition, EUR 12.1 million (approximately $17.4 million) of the EUR 30.1 million purchase price was paid into escrow. Following settlement, EUR 11.2 million (approximately $16.1 million) of the escrow balance was returned to us and added to our working capital.

The Bridge Loan Agreement loans (the Bridge Loans ) mature one year following the completion of the Memorex Acquisition, on March 5, 2009 (the Initial Maturity Date ). The Bridge Loans bear interest at a rate per annum equal to the sum of EURIBOR plus the applicable margin plus the

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Mandatory Cost (if any, as defined in the Bridge Loan Agreement), which is set at the beginning of each three month interest period. The applicable margin for the first six months is the greater of 4.25% per annum and 0.50% per annum over the 2007 Notes Spread to Maturity (the quoted spread over EURIBOR to maturity). For the next three months, the applicable margin is the greater of 4.75% per annum and 0.50% per annum over the 2007 Notes Spread to Maturity. For the three months up to the Initial Maturity Date, the applicable margin is the greater of 5.25% per annum and 0.50% per annum over the 2007 Notes Spread to Maturity. The interest rate may not exceed 11.5% per annum for any interest period. The current interest rate on the Bridge Loans is 9.71% per annum.

Subject to certain conditions, including our not being in default under certain provisions of the Bridge Loan Agreement at the Initial Maturity Date, we may convert the Bridge Loans to term loans ( Term Loans ) with a maturity date of seven years following the Initial Maturity Date (March 5, 2016, the Extended Maturity Date ). The terms of the Bridge Loan Agreement will generally govern the Terms Loans, provided that certain covenants and events of default under the Bridge Loan Agreement will be replaced by covenants and events of default from the 2007 Notes Indenture. From the Initial Maturity Date (March 5, 2009) until the Extended Maturity Date (March 5, 2016), the applicable margin shall be 6.25% per annum, provided the interest rate for any three month interest period shall not exceed 11.5%. If we elect to convert the Bridge Loans to Term Loans, a lender may, upon the sale of its Term Loan to a third party, subject to certain conditions, exchange all or any portion of its Term Loan into one or more exchange notes (the Exchange Notes ), which Exchange Notes will be governed by an indenture, which indenture shall contain covenants, events of default, repayment and other provisions based on those contained in the indenture governing the 2007 Notes. The Exchange Notes shall bear interest at a rate equal to 11.5% per annum.

Upon a change in our control (as defined in the Bridge Loan Agreement), each lender may require us to prepay an amount equal to 100% of the Bridge Loans outstanding plus any accrued and unpaid interest and 101% of any Term Loan outstanding plus any accrued and unpaid interest.

We may prepay the Bridge Loans, and any accrued and unpaid interest and any breakage costs, without penalty. We may prepay the Term Loans within the first four years following the Initial Maturity Date by paying the outstanding principal, and any accrued and unpaid interest and any breakage costs, plus the greater of (i) 1% of the outstanding principal amount of the Term Loan and (ii) the excess of (a) the present value at such redemption date of (x) the redemption price of such Term Loan four years after the Initial Maturity Date (March 5, 2013), plus (y) all required interest payments that would otherwise be due to be paid on such Term Loan during the period between the redemption date and the date four years after the Initial Maturity Date (March 5, 2013), computed using a discount rate equal to the German bund rate at such redemption date plus 50 basis points over (b) the then outstanding principal amount of the Term Loan. Following the fourth year after the Initial Maturity Date (March 5, 2013), we may prepay the Term Loans, plus any accrued and unpaid interest and any breakage costs, as follows: (i) at par plus 50% of the coupon through March 5, 2014, (ii) at par plus 25% of the coupon through March 5, 2015 or (iii) at par through March 5, 2016. For any Term Loans held by the original lenders, we may prepay the Terms Loans following March 5, 2013 by paying the original lenders the outstanding principal plus accrued and unpaid interest and any breakage costs.

Our obligations under the Bridge Loan Agreement are currently guaranteed by some of our subsidiaries and are collateralized by the same collateral securing the 2004 Notes and the 2007 Notes.

The Bridge Loan Agreement contains customary representations and warranties and events of default. The Bridge Loan Agreement contains covenants restricting our ability, under certain circumstances, to, among other things, (i) make certain restricted payments such as dividends or loans, (ii) create certain

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liens, (iii) merge or consolidate with other entities, (iv) borrow money other than as permitted, (v) make guarantees, (vi) make loans, acquire assets or companies other than as permitted or (vii) enter into hedging arrangements other than as permitted.

We have classified the Bridge Loans as a non-current liability in the Condensed Consolidated Financial Statements as we have the intent and the ability to either refinance the Bridge Loans prior to maturity or covert the Bridge Loans to Term Loans.

*The Intercreditor Agreement*

In order to establish the relative rights of certain of our creditors under our financing arrangements, including the Bridge Loan Agreement (including priority of claims and subordination), we have entered into an amended and restated Intercreditor Agreement with, among others, the lenders under the Amended Facilities Agreement and the Bridge Loan Agreement, certain hedging counterparties, the security trustee, the trustee for the 2007 Notes and the trustee for the 2004 Notes. The Intercreditor Agreement provides that if there is an inconsistency between the provisions of the Intercreditor Agreement (regarding subordination, turnover, ranking and amendments only), and certain other documents, including the 2007 Notes Indenture governing the 2007 Notes, the Intercreditor Agreement will prevail.

*The Assumed Memorex Debt*

In connection with the Memorex Acquisition, in addition to the Memorex debt that we refinanced with a portion of the proceeds from the Bridge Loan Agreement, we assumed approximately EUR 26.4 million (approximately $41.8 million at closing) of net debt primarily consisting of (i) a loan to Memorex s Turkish subsidiary MTCTR Memorex Telekomünikasyon Sanayi ve Ticaret Limited Sirketi ( Memorex Turkey ) in the amount of EUR 10 million (the Memorex Turkey Loan ), (ii) a subordinated loan to Memorex in the amount of EUR 8 million (the 1st Memorex Prep Loan), (iii) a subordinated loan to Memorex in the amount of EUR 3 million (the 2nd Memorex Prep Loan) and (iv) finance leases.

The Memorex Turkey Loan is a bank loan with a current variable interest rate that is adjusted quarterly and presently equal to EURIBOR plus 2.0%. The current interest rate is 7.16%. The lender may unilaterally alter or increase the rate of interest as permitted by applicable law. The Memorex Turkey Loan matures, with the principal to be repaid in full, in November 2013. The lender may, in its discretion, require early repayment upon three days written notice. Memorex Turkey may prepay the loan in whole or in part on three days written notice. The Memorex Turkey Loan is collateralized by some of Memorex Turkey s trade receivables.

The 1st Memorex Prep Loan is an un-collateralized subordinated loan from a syndicated group of lenders. Memorex has to make an annual interest payment at the rate of 0.75% per annum and a quarterly interest payment at the rate of 6.8% per annum. The 1st Memorex Prep Loan matures, with the principal to be repaid in full, in July 2012. The lender or Memorex may require early termination of the loan upon important reasons . Important reasons that would enable the creditor to terminate the loan agreement and require early repayment include, but are not limited to, certain events such as the liquidation of Memorex, the institution of insolvency proceedings or a change-in-control of Memorex under certain circumstances. If the loan is terminated prior to maturity, Memorex would owe, in addition to the unpaid principal and accrued interest, the residual term interest consisting of the interest that would have been payable up to the original maturity date of the loan. Memorex would receive a credit against such residual interest for the hypothetical amount which the loan principal would earn if it was reinvested in bonds issued by the Republic of Austria with a residual term equal to the time remaining to the original maturity date of the loan.

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The 2nd Memorex Prep Loan is an un-collateralized subordinated loan from a syndicated group of lenders. Memorex has to make an annual interest payment at the rate of 1.0% per annum and a quarterly interest payment at the rate of 6.9% per annum. The 2nd Memorex Prep Loan matures, with the principal to be repaid in full, in December 2012. The lender or Memorex may require early termination of the loan upon important reasons . Important reasons that would enable the creditor to terminate the loan agreement and require early repayment include, but are not limited to, certain events such as the liquidation of Memorex, the institution of insolvency proceedings or a change-in-control of Memorex under certain circumstances. If the loan is terminated prior to maturity, Memorex would owe, in addition to the unpaid principal and accrued interest, the residual term interest consisting of the interest that would have been payable up to the original maturity date of the loan. Memorex would receive a credit against such residual interest for the hypothetical amount which the loan principal would earn if it was reinvested in bonds issued by the Republic of Austria with a residual term equal to the time remaining to the original maturity date of the loan.

As of September 30, 2008, we were in compliance with all financial covenants set forth in our financing arrangements.

(5) **Derivative Financial Instruments**

We have engaged in substantial foreign currency and interest rate hedging activities to reduce the risk that changes in currency exchange rates and interest rates will adversely affect the eventual net cash outflows resulting from our debt obligations.

We do not enter into financial instruments for trading or speculative purposes. However, the derivative instruments used by us are not designated as hedges under SFAS 133 for accounting purposes and, as such, are referred to as undesignated hedges. Changes in the fair value of undesignated hedges are therefore recorded in current period earnings as a gain or loss on derivative instruments.

*Interest rate risk hedging*

To limit the risks attributable to the variability of interest rates on a substantial portion of our cash pay debt, we entered into interest rate swap agreements (including cross-currency interest rate swap agreements) to limit the fluctuations in cash flows resulting from variable interest rates. Under the terms of the interest rate swap agreements, we have received variable interest rate payments from the hedging counterparties and made fixed interest rate payments (primarily in Hungarian forint), thereby creating the equivalent of fixed-rate debt.

*Foreign currency exchange rate risk hedging*

To limit the impact of fluctuations between our Hungarian subsidiaries functional currency, the Hungarian forint, and the euro, we have utilized foreign exchange forward agreements (to purchase euros with Hungarian forint) and cross-currency interest rate swap agreements to hedge both the interest rate and the currency exposure inherent in foreign currency denominated debt instruments bearing variable interest. By entering into cross-currency interest rate swap agreements we have received variable interest payments in euros and made fixed interest payments in Hungarian forint, the functional currency of our Hungarian subsidiaries, thereby creating the equivalent of fixed rate debt in the functional currency of our Hungarian subsidiaries. The cross-currency interest rate swaps in effect are the same as the combination of interest rate swaps, currency swap agreements and foreign exchange forward contracts applied to the same underlying hedged item.

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The objective of these contracts has been to neutralize the impact of currency exchange rate and interest rate movements on our cash flows. However, given the inherent limitations of forecasting and the anticipatory nature of the exposures intended to be hedged, there can be no assurance that such programs will offset more than a portion of the adverse financial impact resulting from unfavorable movements in either interest or currency exchange rates.

*Credit risk related to hedging*

By using derivative financial instruments to hedge exposures to changes in interest rates and currency exchange rates, we expose ourselves to the credit risk of the counterparty. Credit risk is the failure of the counterparty to perform its obligations under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates a credit risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and, therefore, we do not have any credit risk. Our policy requires that counterparties to our hedging activities be large and creditworthy commercial banks. We do not consider the risk of counterparty non-performance associated with hedge contracts to be significant. We do not require and are not required to place collateral for these financial instruments independently of our security arrangements under the Amended Facilities Agreement.

To ensure the adequacy and effectiveness of our interest rate and foreign currency exchange rate hedge positions, we continually monitor, from an accounting and economic perspective, our derivatives positions in conjunction with our underlying interest rate and foreign currency exposures.

The following table summarizes the notional amounts and respective fair values of our derivative financial instruments as of September 30, 2008:

| Asset / (Liability) | Notional Amount | Fair Market Value | Fair Value Change for the Nine Months ended September 30, 2008 |
|---|---|---|---|
| | | *(in thousands)* | |
| Cross currency interest rate swaps | $ 583,692 | $ (44,948) | $ (9,862) |
| FX forward contracts | | | (21) |
| Interest rate swaps | 19,042 | 55 | 839 |
| Total | $ 602,734 | $ (44,893) | $ (9,044) |

The following table summarizes the notional amounts and respective fair values of our floating to fixed interest rate swaps as of September 30, 2008:

| Asset / (Liability) | Notional Amount | Fair Market Value | Maturity | Fixed Interest Rate |
|---|---|---|---|---|
| | | *(in thousands)* | | |
| Amended Facilities Agreement | $ 96,920 | $ (5,448) | June 30, 2011 | 9.379% |
| Amended Facilities Agreement | 19,042 | 55 | June 30, 2011 | 10.160% |
| 2007 Notes | 58,983 | (4,361) | August 1, 2009 | 10.780% |
| 2007 Notes | 58,983 | (4,336) | August 1, 2009 | 10.740% |
| 2007 Notes | 85,540 | (6,274) | August 1, 2009 | 10.724% |
| 2007 Notes | 79,126 | (5,804) | August 1, 2009 | 10.724% |
| 2004 Notes | 204,140 | (18,725) | August 15, 2009 | 14.955% |

| | | |
|---|---|---|
| Total Interest Rate Swaps | $ 602,734 | $ (44,893) |

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The notional principal amount provides one measure of the transaction volume outstanding as of the end of the period, and does not represent the amount of our exposure to market loss.

We estimate the fair values by using a model which discounts future contractual cash-flows determined based on market conditions (foreign currency exchange rates, yield curves in the functional currency and in the foreign currency) prevailing on the date of the valuation. The model we use is regularly tested against third party prices for reasonableness. The fair value represents the estimated amounts that we would pay or receive to terminate the contracts as of September 30, 2008. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

As a result of the recent events in the global and Hungarian economies, which have led to volatile financial markets worldwide, the value of the Hungarian forint has recently depreciated in the foreign currency exchange markets against the euro. This devaluation of the Hungarian forint gave us an opportunity to unwind a significant portion of our hedging positions that we entered into in 2007, which have, since their inception, had a negative effect on our cash flows. In October 2008, we entered into numerous transactions which resulted in the effective unwinding of a substantial portion of our existing hedging arrangements. See Note 11 Subsequent Events .

*Embedded derivatives*

An embedded derivative is an implicit or explicit term within a contract that does not in its entirety meet the definition of a derivative instrument but affects some or all of the cash-flows or the value of other exchanges required by the contract in a manner similar to a derivative. An embedded derivative therefore is a derivative instrument within another contract that is not a derivative. For example, a euro denominated operating lease contract that one of our Hungarian subsidiaries enters into for a given period of time will give rise to foreign currency exposure for that period since our Hungarian subsidiary will need to buy euro from its functional currency, the Hungarian forint, thereby having an impact on cash-flows. Therefore, a series of foreign exchange forward contracts are embedded in the lease agreement, the host contract, and are accounted for separately.

Embedded derivatives are separated from the host contract and accounted for separately if (i) the economic characteristics and risks of the host contract and the embedded derivative are not closely related; (ii) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and (iii) the combined instrument is not measured at fair value with changes in fair value reported through earnings. Changes in the fair value of separable embedded derivatives are recognized immediately in the statement of operations.

We review our material contracts regularly to identify embedded derivatives which require bifurcation from the host contract. The following table summarizes the fair values of our net liabilities relating to embedded derivatives as of September 30, 2008 and December 31, 2007:

| *(in thousands)* | **September 30, 2008** *(unaudited)* | **December 31, 2007** |
|---|---|---|
| Embedded derivatives, net | $ (72) | $ (617) |

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(6) **Fair value of financial assets and liabilities**

We adopted SFAS No. 157, Fair Value Measurements ( SFAS 157 ) effective January 1, 2008 as discussed in Note 1(e), which defines fair value, establishes a framework for measuring fair value in GAAP, and requires enhanced disclosures about assets and liabilities carried at fair value and fair value measurements. SFAS 157 applies when other accounting pronouncements require fair value measurements; it does not require new fair value measurements.

SFAS 157 states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, SFAS 157 establishes a three-level fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (i) Level 1 observable inputs such as quoted prices in active markets; (ii) Level 2 inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (iii) Level 3 unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions. We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy defined by SFAS 157 are as follows:

Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives and listed equities.

Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument and can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as OTC forwards, options and repurchase agreements.

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Level 3 Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in the best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to customers needs. At each balance sheet date, we perform an analysis of all instruments subject to SFAS 157 and include in Level 3 any of those whose fair value is based on significant unobservable inputs. The following table sets forth by level, within the fair value hierarchy, our financial assets and liabilities that were accounted for at fair value on a recurring basis as at September 30, 2008:

| | At fair value as of September 30, 2008 | | | |
|---|---|---|---|---|
| **Recurring Fair Value Measures** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| | | *(in thousands)* | | |
| Assets: | | | | |
| Derivative financial instruments | $ | $ | $ | $ |
| Embedded derivatives | | 2,883 | | 2,883 |
| Other | | | | |
| Total | $ | $ 2,883 | $ | $ 2,883 |
| Liabilities: | | | | |
| Derivative financial instruments | $ | $ 44,893 | $ | $ 44,893 |
| Embedded derivatives | | 2,955 | | 2,955 |
| Other | | | | |
| Total | $ | $ 47,848 | $ | $ 47,848 |

As required by SFAS 157, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The determination of the fair values above incorporates various factors required under SFAS 157. These factors include not only the credit standing of the counterparties involved and the impact of credit enhancements (such as cash deposits, letters of credit and priority interests), but also the impact of our nonperformance risk (such as our credit risk and delivery risk) on our liabilities.

We use a similar model to value similar instruments. Valuation models utilize various inputs which include inputs derived principally from or corroborated by observable market data such as yield curves and foreign exchange rates. Judgment may be necessary to determine the source and timing of the input data used. Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2.

There were no financial assets and liabilities that were accounted for at fair value on a non-recurring basis as at September 30, 2008.

(7) **Losses from Fair Value Changes on Warrants**

In May 1999, we issued notes (the Notes ) in an aggregate amount of $25 million with detachable warrants (the Warrants ) to purchase 2,500,000 shares of common stock of the Company at a price of $10 per share. The Notes accrued interest at the applicable USD LIBOR rate for the six months interest periods plus 3.5%. The Notes matured in March 2007 and were canceled upon the exercise of the Warrants by TDC on March 28, 2007.

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In accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, we recorded a non-cash expense of $15.1 million for the first quarter 2007 relating to the change in the fair value of our common stock, which was reflected in the change in the fair value of the Warrants. The fair market value was determined using the Black-Scholes option pricing formula as of the exercise date of the Warrants. Upon exercise on March 28, 2007, the fair market value of the Warrants of $53.1 million was recorded to Additional Paid-In Capital.

(8) **Stock Based Compensation**

We have three equity compensation plans: the stock option plan that was adopted by our Board of Directors in April 1992, which was amended and renamed upon the approval of our stockholders in 2002 (the 2002 Plan ); the Non-Employee Director Stock Option Plan (the Directors Plan ) which was established by our Board of Directors in 1997; and the 2004 Long-Term Incentive Plan (the 2004 Plan ) which was approved by our stockholders in 2004.

As of September 30, 2008, we had outstanding options to purchase 80,000 shares of common stock issued from the 2002 Plan; outstanding options to purchase 85,000 shares of common stock issued from the Directors Plan; and outstanding options to purchase 410,000 shares of common stock under the 2004 Plan.

For the three months ended September 30, 2008, we recognized $838,000 of expense associated with stock based compensation, which was comprised of a non-cash expense relating to the revaluation option awards under FAS 123R.

For the nine months ended September 30, 2008, we recognized $874,000 of expense associated with stock based compensation, which was comprised of non-cash expense of $701,000 relating to the revaluation of outstanding option awards under FAS 123R and an expense of $173,000 related to a stock option grant.

Upon the adoption of SFAS 123R, expected volatility was based on historical volatilities. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected option life assumed at the date of grant. The expected term was calculated based on historical experience and represents the time period options actually remained outstanding. We have estimated zero forfeitures based on historical experience and the limited number of option holders.

The weighted average assumptions used in the Black-Scholes option-pricing model are as follows for the nine months ended September 30, 2008 and 2007:

| | Nine months ended September 30, | |
|---|---|---|
| | **2008** | **2007** |
| Dividend yield | 0% | 0% |
| Risk free rate | 2.93% | 4.55% |
| Weighted average expected option life (years) | 5.42 | 6.14 |
| Volatility | 38.63% | 38.75% |

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The following is a summary of stock options under the stock compensation plans referred to above, which were granted, were exercised and have expired for the nine months ended September 30, 2008:

| | Outstanding Options | Weighted Average Exercise Price |
|---|---|---|
| December 31, 2007 | 570,000 | $ 10.30 |
| Granted | 20,000 | $ 17.14 |
| Exercised | (15,000) | $ 6.52 |
| September 30, 2008 | 575,000 | $ 10.64 |

All options granted during the period were fully vested upon issuance.

The following table summarizes information about shares subject to outstanding options as of September 30, 2008, which were issued to current or former employees or directors pursuant to the above described stock compensation plans.

| Options Outstanding | | | | Options Exercisable | |
|---|---|---|---|---|---|
| Number Outstanding | Range of Exercise Prices | Weighted-Average Exercise Price | Weighted-Average Remaining Life in Years | Number Exercisable | Weighted-Average Exercise Price |
| 40,000 | $ 4.72-$4.72 | $ 4.72 | 3.25 | 40,000 | $ 4.72 |
| 65,000 | $ 5.78-$6.49 | $ 6.15 | 2.51 | 65,000 | $ 6.15 |
| 200,000 | $ 7.46-$9.39 | $ 9.00 | 5.05 | 200,000 | $ 9.00 |
| 175,000 | $10.89-$13.01 | $12.77 | 6.07 | 175,000 | $12.77 |
| 75,000 | $14.64-$15.62 | $15.36 | 7.52 | 75,000 | $15.36 |
| 20,000 | $17.14-$17.14 | $17.14 | 9.25 | 20,000 | $17.14 |
| 575,000 | $ 4.72-$17.14 | $10.64 | 5.42 | 575,000 | $10.64 |

The aggregate intrinsic value, which represents the amount by which the fair value of our common stock exceeds the option exercise prices, was $4,243,000 and $4,210,000 as of September 30, 2008 and December 31, 2007, respectively.

The weighted-average exercise price of stock options granted during the nine months ended September 30, 2008 was $17.14 per share. The weighted-average exercise price of stock options granted during the nine months ended September 30, 2007 was $14.64 per share. The total intrinsic value of stock options exercised during the nine months ended September 30, 2008 was $108,000. The total intrinsic value of stock options exercised during the nine months ended September 30, 2007 was $3,300,000. Compensation expense related to stock options granted has been recorded in selling, general and administrative expenses.

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(9) **Selling, General and Administrative Expenses**

The following table presents selling, general and administrative expenses by type for the three and nine month periods ended September 30, 2008 and 2007:

| *(in thousands)* | **Three months ended September 30, 2008** | **2007** | **Nine months ended September 30, 2008** | **2007** |
|---|---|---|---|---|
| Personnel expenses | $ 19,456 | $ 15,416 | $ 53,505 | $ 38,293 |
| Other administrative expenses | 5,176 | 6,545 | 15,195 | 12,089 |
| Advertising and marketing costs | 1,828 | 1,070 | 5,170 | 3,294 |
| Network operating expenses | 12,759 | 8,062 | 36,031 | 21,361 |
| IT costs | 3,218 | 2,139 | 9,852 | 4,326 |
| Other taxes | 1,070 | 813 | 2,577 | 1,658 |
| Bad debt and collection costs | 1,595 | 667 | 5,913 | 2,189 |
| Legal, audit and consultant fees | 1,350 | 3,147 | 2,960 | 4,411 |
| Management fees | 12 | 87 | 59 | 105 |
| Other operating expenses, net | 489 | (179) | 10,582 | 1,802 |
| Total for segments | $ 46,953 | $ 37,767 | $ 141,844 | $ 89,528 |
| Backbone rental expenses | (6,328) | (4,621) | (17,085) | (11,846) |
| Network operating expenses | (6,431) | (5,341) | (18,946) | (10,916) |
| Direct personal expenses | (5,542) | (8,761) | (15,678) | (14,166) |
| Total selling, general and administrative expenses | $ 28,652 | $ 19,044 | $ 90,135 | $ 52,600 |

Personnel expenses for the nine months ended September 30, 2008 and 2007 include restructuring expenses of $4.9 million and $6.8 million, respectively relating to the reorganization following the Invitel Acquisition.

Bad debt and collection costs for the nine months ended September 30, 2008 and 2007 include one-off bad debt expenses as a result of an additional provision made at Memorex in the amount of $0.3 million in 2008 and at PanTel in the amount of $1.2 million in 2007.

Legal, audit fees and consultant expenses for the nine months ended September 30, 2008 and 2007 include Sarbanes-Oxley and compliance expenses amounting to $2.1 million and $2.9 million, respectively.

Other operating expenses for the nine months ended September 30, 2008 include integration costs of $5.7 million, due diligence expenses of $2.4 million, start-up expenses relating to Memorex Turkey in the amount of $2.4 million, a provision for unused vacation days in the amount of $0.8 million and other non-recurring items of $3.6 million relating to ongoing projects. Other operating expenses for the nine months ended September 30, 2007 include integration costs of $6.2 million, due diligence expenses of $0.3 million and a provision for unused vacation days in the amount of $0.7 million.

(10) **Segment Disclosures**

We manage our business based on four segments: Mass Market Voice; Mass Market Internet, Business and Wholesale. Our management monitors the revenue streams of these segments and operations are managed and financial performance is evaluated based on these segments.

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These segments are as follows:

*Mass Market Voice.* The revenue generated from the fixed line voice and voice-related services provided to Mass Market customers within our historical concession areas and outside our historical concession areas in Hungary. Mass Market Voice revenue comprises monthly fees charged for accessing our network, time based fixed-to-mobile, local, long distance and international call charges, interconnect charges on calls terminated in our network, monthly fees for value added services, one-time connection and new service fees, as well as monthly fees for packages with built-in call minutes.

*Mass Market Internet.* The revenue generated from dial-up and DSL Internet connections provided to Mass Market customers in Hungary both inside and outside our historical concession areas. Mass Market Internet revenue comprises dial-up revenue, which is generated through a combination of time based and access fees, and DSL revenue, which is generated through a variety of monthly packages.