

LIBERTY MEDIA INTERNATIONAL INC

Form PREM14A

February 14, 2005

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SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant: b

Filed by a Party other than the Registrant: o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Liberty Media International, Inc.

(Name of Registrant as Specified in its Charter)

N/A

(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:

Liberty Media International, Inc. Series A Common Stock, par value \$.01 per share
Liberty Media International, Inc. Series B Common Stock, par value \$.01 per share
UnitedGlobalCom, Inc. Class A Common Stock, par value \$.01 per share
UnitedGlobalCom, Inc. Class C Common Stock, par value \$.01 per share

(2) Aggregate number of securities to which transaction applies:

As of December 31, 2004, (1) 167,205,861 outstanding shares of LMI Series A Common Stock, which include options to acquire 1,690,899 shares of LMI Series A Common Stock, (2) 10,331,016 outstanding shares of LMI Series B Common Stock, which include options to acquire 3,066,716 shares of LMI Series B Common Stock, (3) 429,845,505 outstanding shares of UGC Class A Common Stock, which include (x) equity incentive awards to acquire 48,617,610 shares of UGC Class A Common Stock, (y) 1,629,284 shares of UGC Class A Common Stock placed in escrow in connection with a pending transaction and (z) 15,396,224 shares of UGC Class A Common Stock reserved for issuance in connection with certain outstanding claims, and (4) 2,141,272 outstanding shares of UGC Class C Common Stock.

- (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):

Based upon the averages of the high and low prices reported for the LMI Series A Common Stock, LMI Series B Common Stock and UGC Class A Common Stock, respectively, on the Nasdaq National Market on February 10, 2005, which were \$44.54, \$47.18 and \$9.64, respectively. The filing fee is being calculated based upon an aggregate transaction value of \$12,099,118,914.10, which is obtained by: (1) multiplying (x) the number of outstanding shares of LMI Series A Common Stock listed above by (y) \$44.54, and (2) adding thereto the product of (x) the number of outstanding shares of LMI Series B Common Stock listed above and (y) \$47.18, and (3) adding thereto the product of (x) the number of outstanding shares of UGC Class A Common Stock listed above and (y) \$9.64, and (4) adding thereto the product of (x) the number of outstanding shares of UGC Class C Common Stock listed above and (y) \$9.64 (shares of UGC Class C Common Stock are not publicly traded, but they are convertible at the option of the holder into shares of UGC Class A Common Stock, on a one-to-one basis).

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(4) Proposed maximum aggregate value of transaction:
\$12,099,118,914.10

(5) Total fee paid:
\$1,424,066.30, estimated pursuant to Section 14(g) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, on the basis of \$117.70 per million of the estimated maximum aggregate value of the transaction.

o Fee paid previously with preliminary materials.

o 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.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

Subject to completion dated February 14, 2005

[LMI LOGO]

[UGC LOGO]

[_____], 2005

To the stockholders of Liberty Media International, Inc. and UnitedGlobalCom, Inc.:

Liberty Media International, Inc. (LMI) and UnitedGlobalCom, Inc. (UGC) have entered into a merger agreement providing for the combination of our two companies under a new parent company named Liberty Global, Inc. The combination of our two companies will create a global broadband company with significant scale outside of the United States. LMI and UGC will each designate one-half of the directors of Liberty Global, and the senior management of Liberty Global will consist of senior executives of LMI and UGC.

LMI currently controls UGC. In the mergers combining LMI and UGC:

LMI stockholders will receive, for each share of LMI Series A or Series B common stock they own, one share of the corresponding series of Liberty Global stock; and

UGC stockholders (other than LMI and its wholly owned subsidiaries) will have the right to elect to receive, for each share of UGC common stock they own, 0.2155 of a share of Liberty Global Series A common stock or \$9.58 in cash. The cash election will be subject to proration, so that the total cash consideration paid does not exceed 20% of the aggregate value of the merger consideration payable to the public stockholders of UGC.

The exchange ratios at which LMI shares and UGC shares will be converted into Liberty Global shares are fixed, and there will be no adjustment in the exchange ratios for any changes in the market price of either the LMI or UGC common stock. Depending on the number of UGC stockholders who make the cash election, we estimate that former UGC stockholders will own between 27% and 31% of the equity and between 21% and 25% of the aggregate voting power of Liberty Global, with the remaining percentages of equity and voting power being owned by the former LMI stockholders (based upon the LMI Series A closing stock price on February 7, 2005 and outstanding share information for UGC as of December 31, 2004). It is anticipated that Liberty Global Series A and Series B common stock will be listed on the Nasdaq National Market.

LMI and UGC are each calling special meetings of their stockholders to consider and vote on the merger agreement and the mergers. Information concerning the date, time and place of the LMI and UGC special meetings can be found in the accompanying Notice of Special Meeting of Stockholders of LMI and Notice of Special Meeting of Stockholders of UGC, respectively.

The board of directors of LMI has approved the merger agreement and the merger involving LMI and recommends that LMI stockholders vote **FOR** the adoption of the merger agreement, and the board of directors of UGC has approved the merger agreement and the merger involving UGC and recommends that UGC stockholders vote **FOR** the adoption of the merger agreement. In approving the merger agreement and making its recommendation, the UGC board considered (1) the unanimous determination of a special committee of members of the UGC board (who are independent under the rules of the Nasdaq Stock Market and have no relationship with LMI or any of its affiliates that the special committee viewed as undermining its independence) that the merger agreement and the UGC merger are

fair to, and in the best interests of, UGC stockholders (other than LMI and its affiliates) and (2) the approval by the special committee of the merger agreement in compliance with the rules of the

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Nasdaq Stock Market. The special committee was formed in compliance with the rules of the Nasdaq Stock Market for purposes of negotiating exclusively on UGC's behalf any transaction with LMI.

Your vote is very important, regardless of the number of shares you own. Whether or not you plan to attend either special meeting, please vote as soon as possible to make sure that your shares are represented. If you do not vote, it will have the same effect as a vote AGAINST the adoption of the merger agreement.

We are very excited about the prospective business combination of our companies, and we look forward to obtaining your approval at the special meetings.

Sincerely,

John C. Malone
Chairman of the Board, Chief
Executive Officer
and President
Liberty Media International, Inc.

Sincerely,

Gene W. Schneider
Chairman of the Board
UnitedGlobalCom, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the mergers or the securities being offered in the mergers, has passed upon the merits or fairness of the mergers or passed upon the adequacy or accuracy of the disclosure in this booklet. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated [___], 2005 and is first being mailed on or about [___], 2005 to stockholders of record as of [___], 2005.

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REFERENCES TO ADDITIONAL INFORMATION

LMI and UGC are each subject to the information and reporting requirements of the Securities Exchange Act of 1934 and, in accordance with the Exchange Act, LMI and UGC each file periodic reports and other information with the Securities and Exchange Commission. In addition, this joint proxy statement/prospectus incorporates important business and financial information about UGC from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain copies of documents filed by LMI and UGC with the Securities and Exchange Commission, including the UGC documents incorporated by reference in this joint proxy statement/prospectus, through the Securities and Exchange Commission website at <http://www.sec.gov> or by contacting LMI or UGC, as applicable, by writing or telephoning the office of Investor Relations:

Liberty Media International, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (877) 783-7676

UnitedGlobalCom, Inc.
4643 South Ulster Street, Suite 1300
Denver, Colorado 80237
Telephone: (303) 770-4001

If you would like to request any documents, please do so by [___], 2005 in order to receive them before the special meetings. If you request any documents, they will be mailed to you by first class mail, or another equally prompt means, within one business day after your request is received.

See Additional Information Where You Can Find More Information beginning on page 148.

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[LMI LOGO]

LIBERTY MEDIA INTERNATIONAL, INC.

**Notice of Special Meeting of Stockholders
to be Held [____], 2005**

Dear Liberty Media International, Inc. Stockholder:

You are cordially invited to attend, and notice is hereby given of, a special meeting of stockholders of Liberty Media International, Inc. (LMI) to be held at [____], on [____], 2005 at [____] a.m., local time, for the following purposes:

1. To consider and vote upon a proposal (which we refer to as the merger proposal) to adopt the Agreement and Plan of Merger, dated as of January 17, 2005, among LMI, UnitedGlobalCom, Inc. (UGC), Liberty Global, Inc. and two subsidiaries of Liberty Global pursuant to which, among other things, LMI and UGC would become wholly owned subsidiaries of Liberty Global and each outstanding share of LMI common stock would be exchanged for one share of the corresponding series of Liberty Global common stock; and

2. To transact such other business as may properly be presented at the meeting or any postponements or adjournments of the meeting.

The approval of the merger proposal requires the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of LMI common stock, voting together as a single class. Holders of record of LMI common stock as of 5:00 p.m., New York City time, on [____], 2005, the record date for the LMI special meeting, will be entitled to notice of and to vote at that meeting or any adjournment or postponement thereof. A list of stockholders entitled to vote at the LMI special meeting will be available at the office of LMI for review by any LMI stockholder, for any purpose germane to the LMI special meeting, for at least 10 days prior to the LMI special meeting.

Pursuant to a voting agreement entered into between John C. Malone, the Chairman of the Board, Chief Executive Officer and President of LMI, and UGC, Mr. Malone has agreed to vote the shares of LMI Series A common stock and LMI Series B common stock owned by him or which he has the right to vote (currently representing approximately 26.5% of the outstanding voting power of LMI) **FOR** the merger proposal.

We describe the merger proposal in more detail in the accompanying joint proxy statement/prospectus. We encourage you to read the joint proxy statement/prospectus in its entirety before voting.

The board of directors of LMI unanimously recommends that you vote FOR the approval of the merger proposal.

Your vote is very important, regardless of the number of shares you own. To make sure your shares are represented at the meeting, please vote as soon as possible, whether or not you plan to attend the meeting. You may vote by proxy in any one of the following ways:

Use the toll-free telephone number shown on the proxy card;

Use the internet website shown on the proxy card; or

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Complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope. It requires no postage if mailed in the United States.

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You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus. If you attend the LMI special meeting, you may vote your shares in person even if you have previously submitted a proxy.

By Order of the Board of Directors,

Elizabeth M. Markowski
Secretary

Englewood, Colorado
[_____], 2005

PLEASE COMPLETE, EXECUTE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY OR VOTE BY TELEPHONE OR OVER THE INTERNET, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE LMI SPECIAL MEETING. IF YOU HAVE ANY QUESTIONS ABOUT THE MERGER PROPOSAL OR ABOUT VOTING YOUR LMI SHARES, PLEASE CALL D.F. KING & CO. AT [_____].

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[UGC LOGO]

UNITEDGLOBALCOM, INC.

**Notice of Special Meeting of Stockholders
to be Held [____], 2005**

Dear UnitedGlobalCom, Inc. Stockholder:

You are cordially invited to attend, and notice is hereby given of, a special meeting of stockholders of UnitedGlobalCom, Inc. (UGC) to be held at [____], on [____], 2005 at [____] a.m., local time, for the following purposes:

1. To consider and vote upon a proposal (which we refer to as the merger proposal) to adopt the Agreement and Plan of Merger, dated as of January 17, 2005, among Liberty Media International, Inc. (LMI), UGC, Liberty Global, Inc. and two subsidiaries of Liberty Global pursuant to which, among other things, UGC and LMI would become wholly owned subsidiaries of Liberty Global and UGC stockholders (other than LMI and its wholly owned subsidiaries) would have the right to elect to receive, for each share of UGC common stock they own, 0.2155 of a share of Liberty Global Series A common stock or \$9.58 in cash (with the cash election subject to proration so that the total cash consideration paid does not exceed 20% of the aggregate value of the merger consideration payable to the public stockholders of UGC); and
2. To transact such other business as may properly be presented at the meeting or any postponements or adjournments of the meeting.

The approval of the merger proposal requires a vote of the holders of UGC common stock, with all classes voting together as a single class, that satisfies two criteria:

first, the merger proposal must be approved by the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of UGC common stock; and

second, the merger proposal must be approved by the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of UGC common stock, exclusive of the shares beneficially owned by LMI, Liberty Media Corporation (Liberty) or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC.

As LMI has agreed in the merger agreement to vote its UGC shares (representing approximately 91% in aggregate UGC voting power) **FOR** the merger proposal, the first criteria will be met.

Holders of record of UGC common stock as of 5:00 p.m., New York City time, on [____], 2005, the record date of the UGC special meeting, will be entitled to notice of and to vote at that meeting or at any adjournment or postponement thereof. A list of stockholders entitled to vote at the UGC special meeting will be available at UGC's office for review by any UGC stockholder, for any purpose germane to the UGC special meeting, for at least 10 days prior to the UGC special meeting.

We describe the merger proposal in more detail in the accompanying joint proxy statement/prospectus. We encourage you to read the joint proxy statement/prospectus in its entirety before voting.

The board of directors of UGC, after consideration of the favorable recommendation of, and approval of the merger agreement in compliance with the rules of the Nasdaq Stock Market by, a special committee of

independent directors of the UGC board, unanimously recommends that you vote FOR the approval of the merger proposal.

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Your vote is very important, regardless of the number of shares you own. To make sure your shares are represented at the meeting, please vote as soon as possible, whether or not you plan to attend the meeting. You may vote by proxy in any one of the following ways:

Use the toll-free telephone number shown on the proxy card;

Use the internet website shown on the proxy card; or

Complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope. It requires no postage if mailed in the United States.

You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus. If you attend the UGC special meeting, you may vote your shares in person even if you have previously submitted a proxy.

By Order of the Board of Directors,

Ellen P. Spangler
Secretary

Denver, Colorado
[_____], 2005

PLEASE COMPLETE, EXECUTE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY OR VOTE BY TELEPHONE OR OVER THE INTERNET, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE UGC SPECIAL MEETING. IF YOU HAVE ANY QUESTIONS ABOUT THE MERGER PROPOSAL OR ABOUT VOTING YOUR UGC SHARES, PLEASE CALL D.F. KING & CO. AT [_____].

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QUESTIONS AND ANSWERS ABOUT THE MERGERS

The questions and answers below highlight only selected information from this joint proxy statement/prospectus. They do not contain all of the information that may be important to you. You should read carefully the entire joint proxy statement/prospectus, including the appendices included herein, and the additional documents incorporated by reference in this joint proxy statement/prospectus to fully understand the matters being considered at the special meetings.

Q: What is the proposed transaction for which I am being asked to vote?

A: LMI and UGC have agreed to combine their businesses by each merging with a separate wholly owned subsidiary of a new parent company named Liberty Global, Inc. The merger involving LMI requires the approval of the stockholders of LMI, while the merger involving UGC requires the approval of the stockholders of UGC (including a majority of the minority approval). Stockholders of LMI and stockholders of UGC (other than LMI and its wholly owned subsidiaries) would become stockholders of Liberty Global.

Q: What will holders of LMI common stock receive as a result of the mergers?

A: Each share of LMI Series A common stock or LMI Series B common stock owned by an LMI stockholder will be exchanged for one share of the corresponding series of Liberty Global common stock. Each series of Liberty Global common stock will have the same rights, powers and preferences as the corresponding series of LMI common stock.

Q: What will holders of UGC common stock receive as a result of the mergers?

A: Stockholders of UGC (other than LMI and its wholly owned subsidiaries) may elect to receive, for each share of UGC common stock owned by them, either:

0.2155 of a share of Series A common stock of Liberty Global (plus cash in lieu of any fractional share interest), which we refer to as the stock election; or

\$9.58 in cash, without interest, which we refer to as the cash election.

UGC stockholders who make the cash election will be subject to proration so that, in the aggregate, the cash consideration paid to UGC stockholders does not exceed 20% of the aggregate value of the merger consideration payable to UGC's public stockholders. If proration is made, any share as to which a UGC stockholder elected to receive cash but with respect to which such election is denied due to proration will be converted into 0.2155 of a share of Series A common stock of Liberty Global (plus cash in lieu of any fractional share interest). See The Transaction Agreements Merger Agreement UGC Stockholders Making Stock and Cash Elections; Proration.

Q: Where will Liberty Global common stock trade?

A: We expect Liberty Global Series A common stock and Liberty Global Series B common stock to trade on the Nasdaq Stock Market under the symbols [____] and [____], respectively, following the mergers.

Q: How do UGC stockholders make their cash election or stock election?

A: A form of election is included with the joint proxy statement/prospectus mailed to UGC stockholders. To make a cash election or a stock election, UGC stockholders must properly complete, sign and send the form of election, together with the shares of UGC common stock as to which the election relates, to EquiServe Trust Company N.A., the exchange agent, at the following address:

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EquiServe Trust Company N.A.

[_____]

[_____]

Questions regarding the cash or stock elections should be directed to D.F. King & Co. at:

[_____]

[_____]

The exchange agent must receive the form of election and stock certificates (or book-entry shares) by the election deadline. **The election deadline will be 5:00 p.m., New York City time, on [____], 2005, which we will extend if the mergers are not expected to be completed on or before the fourth business day after the initial election deadline.**

If you own shares of UGC common stock in street name through a broker, bank or other nominee and you wish to make an election, you should seek instructions from the broker, bank or other nominee holding your shares concerning how to make a valid election.

Q: May UGC stockholders make the cash election for some of their UGC shares and the stock election for other UGC shares they own?

A: Yes. UGC stockholders who properly complete the form of election may make the cash election for some of their shares and the stock election for other UGC shares they own. As mentioned above, a UGC stockholder who makes a cash election will be subject to possible proration.

Q: May UGC stockholders change their election after they have submitted their form of election?

A: Yes, as long as the exchange agent receives from the stockholder, before the election deadline, a written notice of revocation or a new election form. If an election form was submitted by a broker, bank or other nominee, that person should be contacted as to how to revoke or change the election submitted by them.

Q: Where can UGC stockholders obtain additional forms of election?

A: Additional forms of election can be obtained by calling EquiServe Trust Company N.A. at [_____].

Q: May UGC stockholders trade their shares of UGC common stock after making an election and submitting their shares to the exchange agent?

A: No. UGC stockholders will be unable to sell or otherwise transfer their shares of UGC common stock once they have been submitted to the exchange agent in connection with their election, unless and until their election is

revoked and their shares are returned to them. The exchange agent will promptly return shares of UGC common stock following receipt of a written notice of revocation as to those shares or if the merger agreement is terminated.

Q: What if a UGC stockholder fails to timely submit an election form?

A: If the exchange agent does not receive a properly completed form of election from a UGC stockholder before the election deadline, together with the shares of UGC common stock as to which the election relates, then that stockholder will be treated as though he or she made the stock election. UGC stockholders bear the risk of delivery and should send their election form and stock certificates by courier or by hand to the appropriate addresses shown in the form of election. UGC stockholders who hold their shares in street name should promptly contact their broker, bank or other nominee as to their choice of election to ensure that their election and shares of UGC stock are timely received by the exchange agent.

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Q: May a UGC stockholder who votes against the UGC merger submit a form of election?

A: Yes. Irrespective of the manner in which a UGC stockholder votes on the merger proposal, that stockholder should submit a form of election in the event the merger proposal is adopted. UGC stockholders who do not make an election will not be entitled to any portion of the cash consideration and will be treated as though they had made the stock election as to all of their shares of UGC common stock.

Q: Can LMI stockholders make the cash election?

A: No. If the mergers are approved, each share of LMI Series A common stock or LMI Series B common stock owned by an LMI stockholder will be exchanged for one share of the corresponding series of Liberty Global common stock. Because LMI stockholders do not have an election, they will not receive an election form with the joint proxy statement/prospectus mailed to them.

Q: What stockholder approvals are required to approve the merger proposal?

A: In order for the mergers to occur, the LMI stockholders must approve the merger proposal at the LMI special meeting and the UGC stockholders must approve the merger proposal at the UGC special meeting.

For LMI, the approval of the merger proposal requires the affirmative vote of the holders of at least a majority of the aggregate voting power of the shares of LMI common stock outstanding on the record date for the LMI special meeting, voting together as a single class.

Pursuant to a voting agreement entered into between John C. Malone, the Chairman of the Board, Chief Executive Officer and President of LMI, and UGC, Mr. Malone has agreed to vote the shares of LMI Series A common stock and LMI Series B common stock owned by him or which he has the right to vote (currently representing approximately 26.5% of the aggregate voting power of LMI) in favor of the approval of the merger proposal. See The Transaction Agreements Voting Agreement.

For UGC, the approval of the merger proposal requires a vote of the holders of the shares of UGC common stock outstanding on the record date for the UGC special meeting, with all classes voting together as a single class, that satisfies two criteria:

first, the merger proposal must be approved by the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of UGC common stock, which we refer to as the statutory approval; and

second, the merger proposal must be approved by the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of UGC common stock, exclusive of shares beneficially owned by LMI, Liberty Media Corporation (Liberty) or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC, which we refer to as the minority approval.

LMI, which currently beneficially owns shares of UGC common stock representing approximately 91% of the aggregate voting power of all UGC shares, has agreed in the merger agreement to vote those shares in favor of the merger proposal. As a result, the statutory approval is assured. However, because LMI's shares do not count for purposes of the minority approval, approval of the merger proposal at the UGC special meeting is dependent upon the vote of the public stockholders of UGC.

Q: What do LMI and UGC stockholders need to do to vote?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, LMI and UGC stockholders should complete, sign and date their proxy card and mail it in the enclosed return envelope, or vote by the telephone or through the Internet, in each case as soon as possible so that their shares are represented and voted at the applicable special meeting. Stockholders who have shares registered in the name of

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a broker, bank or other nominee should follow the voting instruction card provided by their broker, bank or other nominee in instructing them how to vote their shares.

Q: If shares are held in street name by a broker, bank or other nominee, will the broker, bank or other nominee vote those shares for the beneficial owner?

A: If you hold your shares in street name and do not provide voting instructions to your broker, bank or other nominee, your shares will not be voted on the merger proposal. Accordingly, your broker, bank or other nominee will vote your shares held by it in street name only if you provide instructions to it on how to vote. You should follow the directions your broker, bank or other nominee provides to you regarding how you would like them to vote your shares.

Q: What if an LMI or UGC stockholder does not vote on the merger proposal?

A: If you fail to respond with a vote on the merger proposal, it will have the same effect as a vote **AGAINST** the merger proposal. If you respond but do not indicate how you want to vote, your proxy will be counted as a vote **FOR** the merger proposal. If you respond and indicate that you are abstaining from voting, your proxy will have the same effect as a vote **AGAINST** the merger proposal.

Q: May stockholders change their vote after returning a proxy card or voting by telephone or over the Internet?

A: Yes. Before their proxy is voted, LMI or UGC stockholders who want to change their vote may do so by telephone or over the Internet (if they originally voted by telephone or over the Internet), by voting in person at the applicable special meeting or by delivering a signed proxy revocation or a new signed proxy with a later date to the address below:

in the case of an LMI stockholder, to: Liberty Media International, Inc., c/o EquiServe Trust Company, N.A., P.O. Box [___], Edison, New Jersey 08818-[___]; and

in the case of a UGC stockholder, to: UnitedGlobalCom, Inc., c/o Mellon Investor Services LLC, Proxy Processing, P.O. Box [___], South Hackensack, New Jersey 07606-[___].

Any signed proxy revocation or new signed proxy must be received before the start of the applicable special meeting. Your attendance at the applicable special meeting will not, by itself, revoke your proxy.

If your shares are held in an account by a broker, bank or other nominee who you previously contacted with voting instructions, you should contact your broker, bank or other nominee to change your vote.

Q: When do LMI and UGC expect to complete the mergers?

A: We expect to complete the mergers as quickly as possible once all the conditions to the mergers, including obtaining the approvals of our stockholders at the special meetings, are fulfilled. We currently expect to complete the mergers within a few days following the special meetings.

Q: Should UGC stockholders send their proxy cards to the same address as they send their form of election and stock certificates?

A: No. Separate envelopes are enclosed for UGC stockholders to return (1) their form of election and stock certificates and (2) their proxy cards. UGC stockholders should check to be sure they are mailing their materials in the proper envelope and to the proper address. **UGC stockholders are urged to please NOT send their election form and UGC stock certificates with their proxy card, or vice versa.**

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Q: Should LMI stockholders send their stock certificates with their proxy cards?

A: No. LMI stockholders will receive written instructions from the exchange agent after the mergers are completed on how to exchange their LMI stock certificates for Liberty Global stock certificates. **LMI stockholders are urged to please NOT send their LMI stock certificates with their proxy cards.**

Q: Who can help answer questions about the voting and election procedures and the mergers?

A: LMI and UGC have retained D.F. King & Co. to serve as an information agent and proxy solicitor in connection with the special meetings and the mergers.

LMI stockholders who have questions about the LMI special meeting, including the voting procedures, or the mergers should call D.F. King & Co. at [____] with their questions.

UGC stockholders who have questions about the UGC special meeting, including the voting and election procedures, or the mergers should call D.F. King & Co. at [____] with their questions.

In addition, LMI stockholders may call LMI's Investor Relations Department at (877) 783-7676, and UGC stockholders may call UGC's Investor Relations Department at (303) 770-4001.

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SUMMARY

*The following summary includes information contained elsewhere in this joint proxy statement/prospectus. This summary does not purport to contain a complete statement of all material information relating to the merger agreement, the mergers and the other matters discussed herein and is subject to, and is qualified in its entirety by reference to, the more detailed information and financial statements contained or incorporated in this joint proxy statement/prospectus, including the appendices included herein. You may obtain the information about UGC that we incorporate by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled *Additional Information Where You Can Find More Information*. You should carefully read this joint proxy statement/prospectus in its entirety, as well as the merger agreement included with this proxy statement/prospectus as Appendix B and the other Appendices included herein.*

The Companies
(see page 41)

*Liberty Media International, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (720) 875-5800*

LMI is a holding company that, through its ownership of interests in subsidiaries and affiliates, provides broadband distribution services and video programming services to subscribers in Europe, Japan, Latin America and Australia. LMI's broadband distribution services consist primarily of cable television distribution, Internet access and, in selected markets, telephony and satellite distribution. LMI's broadband distribution services include those of UGC, which is a controlled subsidiary of LMI. LMI's programming networks create original programming and also distribute programming obtained from international and home-country content providers. LMI's principal assets include interests in UGC, Jupiter Telecommunications Co., Ltd. (J-COM), Jupiter Programming Co., Ltd. (JPC), Liberty Cablevision of Puerto Rico Ltd. and Pramer S.C.A.

*UnitedGlobalCom, Inc.
4643 South Ulster Street
Suite 1300
Denver, Colorado 80237
Telephone: (303) 770-4001*

UGC is a leading international broadband communications provider of video, voice and Internet services with operations in 16 countries outside the United States. UGC's networks pass approximately 16.0 million homes and serve approximately 8.7 million video subscribers, 0.8 million voice subscribers and 1.4 million Internet access subscribers. UGC Europe, Inc., UGC's largest consolidated operation, is a leading pan-European broadband communications company. VTR GlobalCom S.A., UGC's primary Latin American operation, is Chile's largest multi-channel television and high-speed Internet access provider in terms of homes passed and number of subscribers, and Chile's second largest provider of residential telephone services in terms of lines in service. UGC also has an approximate 19% interest in SBS Broadcasting S.A., a European commercial television and radio broadcasting company, and an approximate 34% interest in Austar United Communications Limited, a leading pay-TV provider in Australia.

Liberty Global, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (720) 875-5800

Liberty Global is a newly-formed corporation and currently a wholly owned subsidiary of LMI. Liberty Global has not conducted any activities other than those incident to its formation, the matters contemplated by the

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merger agreement and the preparation of applicable filings under the federal securities laws. Upon consummation of the mergers, LMI and UGC will become wholly owned subsidiaries of Liberty Global, and Liberty Global will become a publicly traded company.

Cheetah Acquisition Corp.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (720) 875-5800

Cheetah Acquisition Corp, which we refer to as LMI merger sub, is a wholly owned transitory merger subsidiary of Liberty Global, recently formed solely for the purpose of merging with and into LMI.

Tiger Global Acquisition Corp.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (720) 875-5800

Tiger Global Acquisition Corp., which we refer to as UGC merger sub, is a wholly owned transitory merger subsidiary of Liberty Global, recently formed solely for the purpose of merging with and into UGC.

Structure of The Mergers (see page 91)

To accomplish the combination of the businesses of LMI and UGC under a new parent company, Liberty Global was formed with two wholly owned subsidiaries, LMI merger sub and UGC merger sub. At the effective time of the mergers:

LMI merger sub will merge with and into LMI, and LMI will be the surviving corporation in that merger (which we refer to as the LMI merger); and

UGC merger sub will merge with and into UGC, and UGC will be the surviving corporation in that merger (which we refer to as the UGC merger).

As a result of the mergers described above and the conversion and exchange of securities described in this joint proxy statement/prospectus, LMI will become a direct, wholly owned subsidiary of Liberty Global, and UGC will become an indirect, wholly owned subsidiary of Liberty Global. Following the mergers, Liberty Global will own directly 46.4% of the common stock of UGC and indirectly through Liberty Global's wholly owned subsidiary LMI 53.6% of the common stock of UGC (based upon outstanding UGC share information as of December 31, 2004).

What You Will Receive in the Mergers (see page 91)

LMI Stockholders. In the LMI merger, LMI stockholders will receive, for each share of LMI Series A common stock or LMI Series B common stock owned by them, one share of the corresponding series of Liberty Global common stock. Each series of Liberty Global common stock will have the same rights, powers and preferences as the corresponding series of LMI common stock.

UGC Stockholders. In the UGC merger, UGC stockholders (other than LMI and its wholly owned subsidiaries) will have the right to elect to receive, for each share of UGC common stock owned by them, either (i) \$9.58 in cash,

without interest (subject to proration), or (ii) 0.2155 of a share of Liberty Global Series A common stock (plus cash in lieu of any fractional share interest). Those UGC stockholders who make the cash election as to some or all of their UGC shares will be subject to the proration procedures described later in this joint proxy statement/prospectus. These proration procedures are designed to ensure that the total cash consideration paid represents no more than 20% of the aggregate value of the merger consideration payable to UGC stockholders (other

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than those stockholders who are Permitted Holders under UGC's indenture with respect to ~~14%~~ convertible senior notes due 2024). If the aggregate number of shares of UGC common stock for which cash elections are made exceeds this threshold, then a portion of the shares of UGC common stock for which valid cash elections are made will be exchanged for cash and the remaining portion of such shares will be converted, on a per share basis, into 0.2155 of a share of Liberty Global Series A common stock (plus cash in lieu of any fractional share interest).

In order to make a cash election or a stock election, UGC stockholders must submit a properly completed form of election by the election deadline of 5:00 p.m., New York City time, on [___], 2005. We will extend the election deadline to 5:00 p.m., New York City time, on the second business day preceding the completion of the mergers, if we anticipate that the mergers will not be completed within four business days after the initial election deadline. If the election deadline is extended, LMI and UGC will publicly announce the extended election deadline by no later than 9:00 a.m. on the business day immediately following the initial deadline by issuing a release to the Dow Jones News Service. If you do not properly make a cash election or stock election by the election deadline, each share of UGC common stock you hold will be converted into the right to receive 0.2155 of a share of Liberty Global Series A common stock (plus cash in lieu of any fractional share interest).

If you are a UGC stockholder and you need additional forms of election, you may contact EquiServe Trust Company N.A. at [___].

The Special Meetings

(see page 43)

LMI Special Meeting

Where and When. The LMI special meeting will take place at [___], [___], [___], [___] [___], on [___], 2005, at [___] a.m., local time.

What You Are Being Asked to Vote on. At the LMI special meeting, LMI stockholders will vote on the merger proposal. LMI stockholders also may be asked to consider other matters that properly come before the LMI special meeting. At the present time, LMI knows of no other matters that will be presented for consideration at the LMI special meeting.

Who May Vote. You may vote at the LMI special meeting if you were the record holder of LMI Series A common stock or LMI Series B common stock as of 5:00 p.m., New York City time, on [___], 2005, the record date for the LMI special meeting. On that date, there were [___] shares of LMI Series A common stock outstanding and entitled to vote and 7,264,300 shares of LMI Series B common stock outstanding and entitled to vote. The holders of LMI Series A common stock and the holders of LMI Series B common stock will vote together as a single class. You may cast one vote for each share of LMI Series A common stock that you owned on that date and ten votes for each share of LMI Series B common stock that you owned on that date.

What Vote is Needed. The affirmative vote, cast in person or by proxy, of the holders of at least a majority of the aggregate voting power of the shares of LMI Series A common stock and LMI Series B common stock outstanding on the record date for the LMI special meeting, voting together as a single class, is required to approve the merger proposal. Pursuant to a voting agreement entered into between John C. Malone, the Chairman of the Board, Chief Executive Officer and President of LMI, and UGC, Mr. Malone has agreed to vote the shares of LMI Series A common stock and LMI Series B common stock owned by him or which he has the right to vote (currently representing approximately 26.5% of the aggregate voting power of LMI) **FOR** the merger proposal. See The

Transaction Agreements -Voting Agreement.

Intentions of Directors and Executive Officers. The directors and executive officers of LMI (other than Mr. Malone), who together beneficially own shares of LMI common stock representing approximately 3.3% of LMI's aggregate voting power, have indicated to LMI that they intend to vote **FOR** the merger proposal at the LMI special meeting.

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UGC Special Meeting

Where and When. The UGC special meeting will take place at [___], [___], [___], [___] [___], on [___], 2005, at [___] a.m., local time.

What You Are Being Asked to Vote on. At the UGC special meeting, UGC stockholders will vote on the merger proposal. UGC stockholders also may be asked to consider other matters that properly come before the UGC special meeting. At the present time, UGC knows of no other matters that will be presented for consideration at the UGC special meeting.

Who May Vote. You may vote at the UGC special meeting if you were the record holder of UGC Class A common stock, UGC Class B common stock or UGC Class C common stock as of 5:00 p.m., New York City time, on [___], 2005, the record date for the UGC special meeting. On that date, there were [___] shares of UGC Class A common stock outstanding and entitled to vote, 10,493,461 shares of UGC Class B common stock outstanding and entitled to vote and 379,603,223 shares of UGC Class C common stock outstanding and entitled to vote. The holders of UGC Class A common stock, the holders of UGC Class B common stock and the holders of UGC Class C common stock will vote together as a single class. You may cast one vote for each share of UGC Class A common stock that you owned on that date and ten votes for each share of UGC Class B common stock and for each share of UGC Class C common stock that you owned on that date.

What Vote is Needed. Under Delaware law, the affirmative vote, cast in person or by proxy, of the holders of at least a majority of the aggregate voting power of the shares of UGC Class A common stock, UGC Class B common stock and UGC Class C common stock outstanding on the record date for the UGC special meeting, with all classes voting together as a single class, is required to approve the merger proposal (which we refer to as the statutory approval). LMI, which currently beneficially owns shares of UGC common stock representing approximately 91% of the aggregate voting power of UGC, has agreed pursuant to the merger agreement to vote, and to cause its subsidiaries to vote, such shares **FOR** the merger proposal. See The Transaction Agreements - Merger Agreement. Accordingly, the statutory approval of the merger proposal as required by Delaware law is assured.

The merger agreement requires that the approval of the merger proposal also include the affirmative vote of the holders of at least a majority of the aggregate voting power of the outstanding shares of UGC common stock entitled to vote at the UGC special meeting, exclusive of the shares of UGC common stock held by LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC (which we refer to as the minority approval). Accordingly, approval of the merger proposal at the UGC special meeting will depend on the number of votes cast in favor of the merger proposal by UGC's public stockholders at the UGC special meeting.

Intentions of Certain Persons. The directors and executive officers of UGC, who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote **FOR** the merger proposal at the UGC special meeting. Also, as noted above, LMI, which beneficially owns shares of UGC common stock representing approximately 91% of UGC's aggregate voting power, has agreed to vote, and to cause its subsidiaries to vote, **FOR** the merger proposal at the UGC special meeting. The directors and executive officers of LMI (including Mr. Malone), who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote **FOR** the merger proposal at the UGC special meeting. The votes of UGC's directors and executive officers, the votes of LMI and its wholly owned subsidiaries and the votes of LMI's directors and executive officers will not be counted toward the minority approval.

Our Recommendations to Stockholders

UGC Stockholders (see page 54)

A special committee of the board of directors of UGC, which we refer to as the Special Committee, consisting of three UGC directors (who are independent under the rules of the Nasdaq Stock Market and have no relationship with LMI or any of its affiliates that the Special Committee viewed as undermining its independence) evaluated the fairness of the UGC merger and negotiated the terms of the mergers. The Special Committee recommended that the full UGC board of directors approve the UGC merger. Based upon this recommendation, UGC's board of directors unanimously approved the merger agreement and determined that the merger agreement and the UGC merger are advisable, fair to and in the best interests of UGC and its stockholders. Accordingly, the UGC board of directors recommends that UGC stockholders vote **FOR** the merger proposal.

LMI Stockholders (see page 66)

LMI's board of directors unanimously approved the merger agreement and determined that the merger agreement and the LMI merger are advisable, fair to and in the best interests of LMI and its stockholders.

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Accordingly, the LMI board recommends that LMI stockholders vote **FOR** the merger proposal at the LMI special meeting.

Our Reasons for the Mergers

UGC's Reasons for the Merger (see page 54)

UGC's board of directors considered various factors in approving the merger agreement and the UGC merger, including, among others:

the recommendation of the Special Committee;

the opinion of Morgan Stanley & Co. Incorporated, financial advisor to the Special Committee, directed to the Special Committee that, as of the date of the opinion and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the consideration to be received by holders of shares of UGC Class A common stock (other than LMI and its affiliates) pursuant to the merger agreement was fair from a financial point of view to such stockholders;

that the UGC merger would be conditioned on the approval of the holders of a majority of UGC's publicly traded shares (other than shares owned by LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC);

the premium presented to the UGC stockholders (other than LMI and its affiliates) by the merger consideration in relation to various benchmarks, including the relative trading prices of UGC common stock and LMI common stock prior to the commencement of merger discussions;

the protection provided to the UGC stockholders (other than LMI and its affiliates) by the cash election in the event the price of LMI's stock declines prior to closing;

the opportunity presented to the UGC stockholders (other than LMI and its affiliates) by the stock election to participate in the benefits expected to be realized by the combined companies in the future;

that the implied valuation in the mergers of the Japanese distribution and content assets of LMI is attractive as a financial matter, and such assets offer opportunities in diverse markets;

that Michael T. Fries, the current Chief Executive Officer of UGC, would be the Chief Executive Officer of the combined company;

that Liberty Global would have no single stockholder or group of stockholders exercising voting control over the combined company;

that the opportunity for growth is greater as a part of the combined company;

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that UGC stockholders would own interests in a company with a more diverse portfolio of investments, which would be better able to weather economic change, including fluctuations in foreign exchange rates;

the absence of the ability to sell UGC to a third party as a result of LMI's controlling equity position in UGC;

that the receipt of Liberty Global stock by UGC stockholders (other than LMI and its affiliates) in the mergers will generally not be taxable to such stockholders; and

the other matters referred to under Special Factors -Recommendations of the Special Committee and the UGC Board; Fairness of the Offer and the UGC Merger.

LMI's Reasons for the Merger (see page 66)

LMI's board of directors considered various factors in approving the merger agreement and the LMI merger, including, among others:

that the mergers would eliminate the current dual public holding company structure in which LMI's principal consolidated asset is its interest in another public company, UGC;

that the elimination of the holding company structure would eliminate the holding company discount in LMI's stock price;

the opinion of Banc of America Securities LLC, financial advisor to LMI, directed to the LMI board that, as of the date of the opinion, and based upon and subject to the factors, limitations and assumptions set forth in the opinion, the consideration to be received by LMI stockholders (other than affiliates of LMI) in the transactions contemplated by the merger agreement was fair from a financial point of view to such stockholders;

that the strengths of the respective management teams of LMI and UGC would complement each other, and that there was little if any overlap at the operating level that would impede a smooth integration of the two companies;

that the consummation of the mergers would eliminate any potential competition between LMI and UGC, including in the pursuit of acquisition opportunities and capital raising activities;

that the receipt of the merger consideration in the LMI merger would be tax-free to the LMI stockholders;

that the merger agreement included a limitation on the cash election and that LMI had sufficient cash to fund the maximum amount of cash anticipated to be payable if the cash elections were fully exercised; and

the other matters referred to under Special Factors Recommendation of the LMI Board; Purposes and Reasons for the Mergers.

Fairness of the UGC Merger

Position of UGC (see page 54)

UGC believes that the UGC merger is fair to the unaffiliated stockholders of UGC. For more information regarding this belief, including the factors considered in arriving at this belief, see Special Factors Recommendations of the Special Committee and the UGC Board; Fairness of the Offer and the UGC Merger.

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Throughout this joint proxy statement/prospectus, when we refer to unaffiliated stockholders of UGC, we mean holders of UGC Class A common stock other than LMI and its affiliates.

Position of LMI (see page 68)

The UGC merger is considered a 13E-3 transaction because LMI is an affiliate of UGC and unaffiliated stockholders of UGC are entitled to receive consideration in the UGC merger other than Liberty Global common stock. As a result, under the federal securities laws, LMI is required to state its position as to the fairness of the UGC merger to the unaffiliated stockholders of UGC.

LMI believes that the UGC merger is fair to the unaffiliated stockholders of UGC. For more information regarding this belief, including the factors considered in arriving at this belief, see Special Factors Position of LMI Regarding the Fairness of the UGC Merger.

Opinions of the Financial Advisors

Opinion of the Financial Advisor to the Special Committee (see page 59)

Morgan Stanley, financial advisor to the Special Committee, delivered a written opinion to the Special Committee to the effect that, as of January 17, 2005 and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders. The full text of Morgan Stanley's opinion, dated January 17, 2005, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley in rendering its opinion, is included as Appendix D to this joint proxy statement/prospectus. UGC stockholders should read this opinion carefully and in its entirety. The opinion does not constitute a recommendation to any UGC stockholder as to how to vote with respect to the UGC merger or as to what form of consideration to elect.

Opinion of LMI's Financial Advisor (see page 70)

Banc of America Securities, LMI's financial advisor, delivered a written opinion to the LMI board of directors to the effect that, as of January 17, 2005 and based upon and subject to the factors, limitations and assumptions set forth in the opinion, the consideration to be received by the stockholders of LMI (other than affiliates of LMI) in the transactions contemplated by the merger agreement was fair from a financial point of view to such stockholders. The full text of Banc of America Securities' opinion, dated January 17, 2005, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Banc of America Securities in rendering its opinion, is included as Appendix E to this joint proxy statement/prospectus. LMI stockholders should read this opinion carefully and in its entirety. The opinion does not constitute a recommendation to any LMI stockholder as to how any LMI stockholder should vote with respect to the LMI merger.

Management of Liberty Global

(see page 104)

Following the mergers, the board of directors of Liberty Global will consist of ten members, of whom five are current members of LMI's board of directors and five are current members of UGC's board of directors. The members

of the Liberty Global board of directors will be:

John C. Malone, currently Chairman of the Board, Chief Executive Officer, President and a director of LMI and a director of UGC;

Michael T. Fries, currently President, Chief Executive Officer and a director of UGC;

John P. Cole, Jr., currently a director of UGC and a member of the Special Committee;

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John W. Dick, currently a director of UGC and a member of the Special Committee;

Paul A. Gould, currently a director of UGC and a member of the Special Committee;

David E. Rapley, currently a director of LMI;

Larry E. Romrell, currently a director of LMI;

Gene W. Schneider, currently the Chairman of the Board of Directors of UGC;

J.C. Sparkman, currently a director of LMI; and

J. David Wargo, currently a director of LMI.

The management of Liberty Global will be comprised of certain executive officers from each of LMI and UGC, including Mr. Malone who has agreed to serve as the Chairman of the Board of Liberty Global and Mr. Fries who has agreed to serve as the Chief Executive Officer and President of Liberty Global. For more information on the proposed directors and executive officers of Liberty Global, see Management of Liberty Global, Executive Officers, Directors and Principal Stockholders of LMI and Executive Officers, Directors and Principal Stockholders of UGC.

Interests of Certain Persons in the Mergers

(see page 78)

In considering the recommendations of LMI's and UGC's boards of directors to vote to approve the merger proposal, stockholders of LMI and UGC should be aware that members of LMI's and UGC's boards of directors and members of LMI's and UGC's executive management teams have relationships, agreements or arrangements that provide them with interests in the mergers that may be in addition to or different from those of LMI's or UGC's public stockholders. Both LMI's and UGC's boards of directors were aware of these interests and considered them when approving the merger agreement and the mergers.

Material United States Federal Income Tax Consequences of the Mergers

(see page 84)

Completion of the mergers is conditioned upon the receipt by LMI of the opinion of Baker Botts L.L.P., or another nationally recognized law firm, to the effect that the LMI merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and upon the receipt by UGC of the opinion of a nationally recognized law firm, to the effect that, when integrated with the LMI merger, the conversion of shares of UGC common stock into shares of Liberty Global Series A common stock that is effected pursuant to the UGC merger will qualify as an exchange within the meaning of Section 351 of the Internal Revenue Code. The opinions will be based upon factual representations and covenants, including those contained in letters provided by LMI, UGC, Liberty Global and/or others, and certain assumptions set forth in the opinions. No rulings have been or will be requested from the Internal Revenue Service with respect to any tax matters relating to the mergers.

Assuming the mergers are treated as described above, the mergers generally will not result in the recognition of gain or loss by LMI, UGC, Liberty Global, the LMI stockholders or, except to the extent that they receive cash, the UGC stockholders. The taxation of the receipt of cash by a holder of UGC common stock is very complicated and subject to uncertainties. Due to the uncertainties concerning the taxation of the receipt of cash, Liberty Global or the

exchange agent, as applicable, expect to withhold 30% (unless reduced by an applicable treaty) of all cash payments made to UGC stockholders that are non-U.S. holders as a result of making a valid cash election. **UGC stockholders should consult their tax advisors if they are considering making a cash election with respect to their UGC common stock.**

LMI stockholders and UGC stockholders should be aware that the tax consequences to them of the applicable merger may depend upon their own situations. In addition, LMI stockholders and UGC stockholders may

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be subject to state, local or foreign tax laws that are not discussed in this joint proxy statement/prospectus. **LMI stockholders and UGC stockholders should therefore consult with their own tax advisors for a full understanding of the tax consequences to them of the mergers.**

Merger Agreement

(see page 91 and Appendix B)

The merger agreement is included as Appendix B to this joint proxy statement/prospectus. We encourage you to read the merger agreement because it is the legal document that governs the mergers.

Conditions to Completion of the Mergers

LMI's and UGC's respective obligations to complete the mergers are subject to the satisfaction or waiver of a number of conditions, including, among others:

the statutory approval and the minority approval, each having been obtained at the UGC special meeting;

the approval of the merger proposal by the LMI stockholders at the LMI special meeting;

approval for listing on the Nasdaq National Market of the Liberty Global common stock to be issued in connection with the mergers;

LMI and Liberty Global having received an opinion that the mergers should not cause the spin off of LMI by Liberty, which occurred on June 7, 2004, to fail to qualify as a tax-free distribution to Liberty under Section 355(e) of the Internal Revenue Code of 1986, as amended (the Code); and

LMI and UGC each having received an opinion from its respective tax counsel as to the treatment of the mergers for U.S. federal income tax purposes.

We expect to complete the merger as promptly as practicable after all of the conditions to the mergers have been satisfied or, if applicable, waived. Neither the condition relating to the minority approval at the UGC special meeting nor the conditions relating to the receipt of the tax opinions may be waived.

Termination of the Merger Agreement

We may jointly agree to terminate the merger agreement at any time without completing the mergers, even after receiving the requisite stockholder approvals of the merger proposal. In addition, either UGC (with the approval of the Special Committee) or LMI may terminate the merger agreement if, among other things:

the mergers have not been consummated before September 30, 2005;

any order, decree or ruling that permanently restrains, enjoins or prohibits the mergers becomes final and non-appealable; or

any of the stockholder approvals required to approve the merger proposal have not been obtained.

In addition, LMI may terminate the merger agreement under the following circumstances:

if UGC has not filed its Annual Report on Form 10-K with the Securities and Exchange Commission by May 15, 2005, which date may be extended by LMI to June 15, 2005; or

if the board of directors of UGC (with the approval of the Special Committee) has withdrawn or modified, in any manner adverse to LMI, its recommendation to the UGC stockholders.

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No termination fee will be payable by any party to the merger agreement if the merger agreement is terminated.

Appraisal or Dissenters Rights

(see page 80)

Under Delaware law, holders of shares of UGC Class A common stock will not be entitled to appraisal rights in connection with the UGC merger, but any holders of shares of UGC Class B common stock (other than LMI and its wholly owned subsidiaries) or UGC Class C common stock (other than LMI and its wholly owned subsidiaries) will be entitled to appraisal rights in connection with the UGC merger.

Under Delaware law, LMI stockholders are not entitled to appraisal rights in connection with the LMI merger.

Regulatory Matters

(see page 80)

At the date of this joint proxy/statement prospectus, LMI has obtained all regulatory approvals required for LMI to complete the mergers.

At the date of this joint proxy/statement prospectus, UGC has obtained all regulatory approvals required for UGC to complete the mergers.

Voting Agreement

(see page 103 and Appendix C)

On January 17, 2005, at the insistence of the Special Committee and at the request of the LMI board of directors, John C. Malone, the Chairman of the Board, Chief Executive Officer and President of LMI, entered into a voting agreement with UGC, pursuant to which Mr. Malone has agreed to vote the shares of LMI Series A common stock and LMI Series B common stock owned by him or which he has the right to vote (currently representing approximately 26.5% of the aggregate voting power of LMI) in favor of the approval of the merger proposal. A copy of the voting agreement is included as Appendix C to this joint proxy statement/statement.

Risk Factors

(see page 28)

The mergers entail several risks, including:

risks relating to the value of the merger consideration received compared with the value of the securities exchanged therefor;

risks relating to the value of the merger consideration received by UGC stockholders compared to the value of the merger consideration at the time elected by UGC stockholders;

risks associated with the ability of the parties to realize the anticipated benefits of the mergers;

risks associated with class action lawsuits relating to the UGC merger; and

risks associated with transaction costs.

In addition, the parties to the mergers face risks and uncertainties relating to:

overseas operations and regulations;

technology and competition;

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certain financial matters; and

governance matters.

Please carefully read the information included under the heading Risk Factors.

Table of Contents**Selected Summary Historical Financial Data of LMI**

The following tables present selected historical financial information of (1) certain international cable television and programming subsidiaries and assets of Liberty (LMC International), for periods prior to the June 7, 2004 spin off transaction, whereby LMI's common stock was distributed on a pro rata basis to Liberty's shareholders as a dividend, and (2) LMI and its consolidated subsidiaries for periods following such date. Upon consummation of the spin off, LMI became the owner of the assets that comprise LMC International. The following selected summary financial data was derived from the audited financial statements of LMC International as of December 31, 2003 and 2002 and for the each of the three years ended December 31, 2003, and from the condensed financial statements of LMI for the nine months ended September 30, 2004 and 2003. Data for other periods has been derived from unaudited information. This information is only a summary, and you should read it together with the historical financial statements of LMI included elsewhere herein.

	September 30, 2004 (1)	2003	2002	December 31,			1999
				2001	2000		
	amounts in thousands						
<i>Summary Balance Sheet Data:</i>							
Investment in affiliates	\$ 1,940,372	1,740,552	1,145,382	423,326	1,189,630		892,335
Other investments	\$ 1,068,734	450,134	187,826	916,562	134,910		140,832
Property and equipment, net	\$ 3,972,773	97,577	89,211	80,306	82,578		95,924
Intangible assets, net	\$ 2,817,004	689,026	689,046	701,935	803,514		825,220
Total assets	\$ 12,630,592	3,687,037	2,800,896	2,169,102	2,301,800		1,989,230
Debt, including current portion	\$ 4,348,862	54,126	35,286	338,466	101,415		59,715
Stockholders' equity	\$ 5,183,554	3,418,568	2,708,893	2,039,593	1,907,085		1,578,109
							Ten months ended December 31, 1999 (5)
	Nine months ended September 30, 2004 (1)	2003	2003	Year ended December 31, 2002 2001		2000	
	amounts in thousands, except per share amounts						
<i>Summary Statement of Operations Data:</i>							
Revenue	\$ 1,865,769	80,416	108,634	103,855	139,535	125,246	92,438

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Operating income (loss)	\$ (160,880)	2,977	(1,211)	(35,545)	(122,623)	3,828	(69,621)
Share of earnings (losses) of affiliates (2)	\$ 54,518	10,833	13,739	(331,225)	(589,525)	(168,404)	(101,510)
Net earnings (loss) (3)	\$ (10,626)	26,352	20,889	(568,154)	(820,355)	(129,694)	(133,635)
Earnings (loss) per common share basic and diluted (pro forma for spin off) (4)	\$ (0.07)	0.17	0.14	NA	NA	NA	NA

(1) Prior to January 1, 2004, the substantial majority of LMI operations were conducted through equity method affiliates, including UGC, J-COM and JPC. As more fully discussed in the notes to LMI's historical financial statements included elsewhere herein, in January 2004, LMI completed a transaction that

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increased LMI's ownership in UGC and enabled LMI to fully exercise its voting rights with respect to its historical investment in UGC. As a result, UGC has been accounted for as a consolidated subsidiary and included in LMI's financial position and results of operations since January 1, 2004. See Liberty Global's unaudited condensed pro forma combined financial statements included elsewhere herein for the pro forma effects of consolidating UGC on Liberty Global's results of operations. See also Appendix A: Information Concerning Liberty Media International, Inc. Part 4: Historical Financial Information of LMI and its Significant Affiliates and Acquirees to this joint proxy statement/prospectus.

- (2) Effective January 1, 2002, LMI adopted Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (Statement 142), which, among other matters, provides that goodwill, intangible assets with indefinite lives and excess costs that are considered equity method goodwill are no longer amortized, but are evaluated for impairment under Statement 142 and, in the case of equity method goodwill, APB Opinion No. 18. Share of losses of affiliates includes excess basis amortization of \$92,902,000, \$41,419,000, and \$31,788,000 for the years ended December 31, 2001 and 2000, and the ten months ended December 31, 1999, respectively.
- (3) LMI's net loss for the years ended December 31, 2002 and 2001 included LMI's share of UGC's net losses of \$190,216,000 and \$439,843,000, respectively. Because LMI had no commitment to make additional capital contributions to UGC, LMI suspended recording its share of UGC's losses when LMI's carrying value was reduced to zero in 2002. In addition, LMI's net loss for the year ended December 31, 2002 included \$247,386,000 of other-than-temporary declines in fair values of investments, and LMI's net loss for the year ended December 31, 2001 included \$534,962,000 of realized and unrealized losses on derivative instruments.
- (4) Earnings (loss) per common share amounts were computed assuming that the shares issued in the spin off were outstanding since January 1, 2003. In addition, the weighted average share amounts for periods prior to July 26, 2004, the date that certain subscription rights were distributed to stockholders pursuant to a rights offering by LMI, have been increased to give effect to the benefit derived by LMI's stockholders as a result of the distribution of such subscription rights.
- (5) Liberty was a wholly owned subsidiary of Tele-Communications, Inc. (TCI) from August 1994 to March 9, 1999. On March 9, 1999, AT&T Corp. acquired TCI in a merger transaction (the AT&T Merger). For financial reporting purposes, the AT&T Merger is deemed to have occurred on March 1, 1999. In connection with the AT&T Merger, Liberty's, and accordingly LMC International's, assets and liabilities were adjusted to their respective fair values pursuant to the purchase method of accounting. Selected summary financial historical data of LMC International for the two months ended February 28, 1999 has been excluded from the tables. Liberty was split off from AT&T on August 10, 2001.

Table of Contents**Selected Summary Historical Financial Data of UGC**

The following summary financial data of UGC was derived from the audited financial statements of UGC for the years ended December 31, 1999 through December 31, 2003 and the unaudited financial statements of UGC for the nine months ended September 30, 2004 and 2003. This information is only a summary, and is not necessarily comparable from period to period as a result of certain impairments, restructuring charges, gains on extinguishments of debt, acquisitions and dispositions, gains on issuance of common equity securities by subsidiaries and cumulative effects of changes in accounting principles. For this and other reasons, you should read it together with UGC's historical financial statements and related notes and also with UGC's management's discussion and analysis of financial condition and results of operations incorporated by reference herein.

	September 30, 2004	2003	2002	December 31, 2001	2000	1999	
				amounts in thousands			
<i>Summary Balance Sheet Data:</i>							
Cash, cash equivalents and short term liquid investments	\$ 1,093,174	312,495	456,039	999,086	2,223,912	2,555,604	
Property, plant and equipment, net	\$ 3,787,933	3,342,743	3,640,211	3,692,485	3,880,657	2,462,832	
Goodwill and other intangible assets, net	\$ 2,479,391	2,772,067	1,264,109	2,843,922	5,154,907	2,944,802	
Total assets	\$ 8,123,285	7,099,671	5,931,594	9,038,640	13,146,952	9,002,853	
Long-term debt, including current portion, not subject to compromise	\$ 4,261,844	3,926,706	3,838,906	10,033,387	9,893,044	6,041,635	
Long-term debt, including current portion, subject to compromise	\$ 24,627	317,372	2,812,988				
Stockholders' equity (deficit)	\$ 2,234,310	1,472,492	(4,284,874)	(4,555,580)	(85,234)	1,114,306	
	Nine months ended September 30, 2004	2003	2003(1)	Year ended December 31, 2002(2)	2001(3)	2000(4)	1999(5)
				amounts in thousands, except per share amounts			

Summary Statements of Operations Data:

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Revenue	\$ 1,750,877	1,375,666	1,891,530	1,515,021	1,561,894	1,251,034	720,762
Operating loss	\$ (118,024)	(190,431)	(656,014)	(899,282)	(2,872,306)	(1,140,803)	(775,625)
Net income (loss)	\$ (314,746)	2,376,062	1,995,368	(356,454)	(4,494,709)	(1,220,890)	636,318
Earnings per share:							
Basic net income (loss) per share	\$ (0.41)	8.31	7.41	(0.84)	(41.29)	(12.00)	6.83
Diluted net income (loss) per share	\$ (0.41)	8.31	7.41	(0.83)	(41.29)	(12.00)	6.13

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- (1) Includes impairments, gains on extinguishment of debt and gains on sales of investments in affiliates totaling \$402.2 million, \$2.2 billion and \$279.4 million, respectively.
- (2) Includes impairments, gains on extinguishment of debt and gains on sales of investments in affiliates totaling \$436.2 million, \$2.2 billion and \$117.3 million, respectively. Effective January 1, 2002, UGC adopted Statement 142, which, among other things, provides that goodwill, intangible assets with indefinite lives and excess costs on equity method investments are no longer amortized, but are evaluated for impairment under Statement 142. The cumulative effect of the adoption of Statement 142 was a charge of \$1.3 billion.
- (3) Includes impairments, restructuring charges, gains on sales of investments in affiliates, other-than-temporary losses on investments and amortization of indefinite-lived intangible assets totaling \$1.3 billion, \$204.1 million, \$416.8 million, \$342.4 million and \$447.2 million, respectively.
- (4) Includes amortization of indefinite-lived intangible assets totaling \$287.5 million.
- (5) Includes gain on issuance of common equity securities by subsidiaries of \$1.5 billion.
Ratio (Deficiency) of Earnings to Fixed Charges of UGC

	Nine Months Ended September 30, 2004	Year Ended December 31, 2003 2002	
	(amounts in thousands, except ratios)		
Income (loss) from continuing operations before other items	\$ (292,360)	1,600,075	1,403,938
Fixed charges:			
Interest within rental expense	18,000	20,970	14,550
Interest, whether expensed or capitalized, including amortization of discounts	204,709	327,132	680,101
Total fixed charges	222,709	348,102	694,651
Distributed income of equity investees	15,565	4,684	7,042
Adjusted earnings (losses)	(54,086)	1,952,861	2,105,631
Fixed charges	222,709	348,102	694,651
Ratio of earnings to fixed charges		5.61	3.03
Dollar amount of coverage deficiency	\$ (276,795)		

Table of Contents**Selected Unaudited Condensed Pro Forma Combined Financial Data of Liberty Global**

We have included in this joint proxy statement/prospectus the selected unaudited condensed pro forma combined financial data of Liberty Global set forth below after giving effect to (1) the proposed mergers (the Proposed Mergers) and the resulting step acquisition of the UGC interest not already owned by LMI using the purchase method of accounting; and (2) certain transactions that were consummated in 2004 (the Consummated Transactions), based upon the assumptions and adjustments described in the unaudited condensed pro forma combined financial information and notes of Liberty Global contained elsewhere in this document.

The unaudited condensed pro forma combined balance sheet data as of September 30, 2004 gives effect to the Proposed Mergers as if they occurred on September 30, 2004. The unaudited condensed pro forma combined statement of operations data for the nine months ended September 30, 2004 and the year ended December 31, 2003 is presented as if the Proposed Mergers and the Consummated Transactions were consummated on January 1, 2003.

The selected unaudited condensed pro forma combined financial information is based upon estimates and assumptions, which are preliminary. The unaudited pro forma information does not purport to be indicative of the financial position and results of operations that Liberty Global will obtain in the future, or that Liberty Global would have obtained if the Proposed Mergers and Consummated Transactions were effective as of the dates indicated above. The selected unaudited condensed pro forma combined information of Liberty Global has been derived from and should be read in conjunction with the historical financial statements and related notes thereto of LMI and UGC. The LMI historical financial statements are included elsewhere herein and the UGC historical financial statements are incorporated by reference into this document.

**Selected Unaudited Condensed Pro Forma Combined
Financial Data of Liberty Global**
(amounts in thousands, except per share amounts)

	Nine months ended September 30, 2004	Year ended December 31, 2003
<i>Summary Statement of Operations Data:</i>		
Revenue	\$ 2,065,649	2,356,945
Depreciation and amortization	\$ (772,884)	(1,062,320)
Operating loss	\$ (184,386)	(1,441,825)
Net income (loss)	\$ (176,153)	48,735
Net income (loss) per share:		
Basic and diluted net income (loss) per share	\$ (0.69)	0.19
Shares used in computing basic and diluted net loss per share	254,348	254,348
		September 30, 2004
<i>Summary Balance Sheet Data:</i>		
Investment in affiliates		\$ 3,009,106
Property and equipment, net		\$ 3,972,773
Goodwill and other intangible assets, net		\$ 5,271,031
Total assets		\$ 15,084,619

Long-term debt, including current portion	\$ 4,348,862
Stockholders' equity	\$ 8,652,191

Table of Contents**Comparative Per Share Financial Data**

The following table shows (1) the basic and diluted loss per common share and book value per share data for each of LMI and UGC on a historical basis, (2) the basic and diluted loss per common share and book value per share for Liberty Global on a pro forma basis and (3) the equivalent pro forma net income and book value per share attributable to the shares of Liberty Global common stock issuable at an exchange ratio of 0.2155 per UGC share. Pro forma per share data has been presented assuming UGC stockholders (other than LMI and its wholly owned subsidiaries) receive (1) all stock consideration or (2) 80% stock and 20% cash consideration.

The following information should be read in conjunction with (1) the separate historical financial statements and related notes of LMI included elsewhere herein, (2) the separate historical financial statements and related notes of UGC incorporated by reference herein and (3) the unaudited condensed pro forma combined financial statements of Liberty Global included elsewhere herein. The pro forma information is not necessarily indicative of the results of operations that would have resulted if the Proposed Mergers and the Consummated Transactions had been completed as of the assumed dates or of the results that will be achieved in the future.

We calculate historical book value per share by dividing stockholders' equity by the number of shares of common stock outstanding at September 30, 2004. We calculate pro forma book value per share by dividing pro forma stockholders' equity by the pro forma number of shares of Liberty Global common stock that would have been outstanding had the Proposed Mergers been consummated as of September 30, 2004.

Liberty Global pro forma combined loss applicable to common stockholders, pro forma stockholders' equity and the pro forma number of shares of Liberty Global common stock outstanding have been derived from the unaudited condensed pro forma combined financial information for Liberty Global appearing elsewhere herein.

We calculate the UGC equivalent pro forma per share data by multiplying the pro forma per share amounts by the exchange ratio of 0.2155 shares of Liberty Global common stock for each share of UGC common stock.

Neither LMI nor UGC has paid any cash dividends on its common stock during the periods presented.

	LMI		Liberty Global Pro forma 80% stock and 20% cash		UGC Pro forma equivalent 80% stock and 20% cash	
	Historical	All stock	Historical	All stock	Historical	All stock
Basic and diluted net income (loss) per common share:						
Nine months ended September 30, 2004	\$ (0.07)	(0.69)	(0.74)	(0.41)	(0.15)	(0.16)
Year ended December 31, 2003	\$ 0.14	0.19	0.20	7.41	0.04	0.04
Book value per share as of:						
September 30, 2004	\$ 29.55	34.02	36.27	2.85	7.33	7.82
Cash dividends	\$					

Table of Contents**Comparative Per Share Market Price and Dividend Information***Market Price*

The following table sets forth high and low sales prices for a share of LMI Series A common stock, LMI Series B common stock and UGC Class A common stock for the periods indicated.

LMI Series A common stock and LMI Series B common stock trade on The Nasdaq National Market under the symbols LBTYA and LBTYB, respectively. In connection with LMI's June 7, 2004 spin off from Liberty, LMI common stock first began trading on a when-issued basis on June 2, 2004.

UGC Class A common stock trades on The Nasdaq National Market under the symbol UCOMA. There is no trading market for the UGC Class B common stock or UGC Class C common stock.

	LMI				UGC	
	Series A		Series B		Class A	
	High	Low	High	Low	High	Low
2003						
First quarter					\$ 3.22	\$ 2.20
Second quarter					\$ 5.63	\$ 2.81
Third quarter					\$ 7.70	\$ 4.92
Fourth quarter					\$ 9.00	\$ 5.95
2004						
First quarter					\$ 10.90	\$ 7.22
Second quarter (1)	\$ 39.15	\$ 33.98	\$ 41.25	\$ 38.79	\$ 8.34	\$ 6.50
Third quarter	\$ 37.00	\$ 28.60	\$ 41.25	\$ 34.05	\$ 7.51	\$ 5.80
Fourth quarter	\$ 47.27	\$ 33.25	\$ 49.31	\$ 36.19	\$ 9.79	\$ 7.18
2005						
First quarter through Feb. 10	\$ 46.44	\$ 42.46	\$ 48.91	\$ 45.77	\$ 10.18	\$ 8.97

(1) As to LMI common stock, from the period beginning on June 2 and ending on June 30.

On January 14, 2005, the last trading day before the public announcement of the mergers, LMI Series A common stock closed at \$43.69 per share, LMI Series B common stock closed at \$46.44 per share and UGC Class A common stock closed at \$9.64 per share. Based upon the exchange ratio in the stock election of 0.2155, the pro forma equivalent per share value of the UGC Class A common stock on January 14, 2005, was equal to approximately \$9.42 per share.

On February 10, 2005, LMI Series A common stock closed at \$44.41 per share, LMI Series B common stock closed at \$47.17 per share and UGC Class A common stock closed at \$9.59 per share. Based upon the exchange ratio in the stock election of 0.2155, the pro forma equivalent per share value of the UGC Class A common stock on February 10, 2005, was equal to approximately \$9.57 per share.

[Liberty Global has applied to list its Series A common stock and Series B common stock on the Nasdaq National Market under the symbols [] and [], respectively.]

Dividends

LMI. In July 2004, LMI distributed, as a dividend to its stockholders, 0.20 of a transferable subscription right for each share of LMI common stock owned by them as of 5:00 p.m., New York City time, on July 26, 2004, the record date for the LMI rights offering. Each whole right to purchase LMI Series A common stock entitled the holder to purchase one share of LMI Series A common stock at a subscription price of \$25.00 per share. Each whole

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right to purchase LMI Series B common stock entitled the holder to purchase one share of LMI Series B common stock at a subscription price of \$27.50 per share. In addition, each whole Series A and Series B right entitled the holder to subscribe, at the same applicable subscription price pursuant to an oversubscription privilege, for additional shares of the applicable series of LMI common stock, subject to proration. LMI has paid no other dividends since it became a publicly traded company.

Pursuant to the merger agreement, LMI may not pay any dividends (other than dividends payable in LMI common stock) until the mergers are completed or the merger agreement is terminated. Except for the foregoing, there are currently no restrictions on the ability of LMI to pay dividends in cash or stock. It is LMI's current dividend policy to not pay cash dividends. All decisions regarding the payment of future dividends by LMI will be made by its board of directors, from time to time, in accordance with applicable law.

UGC. In January 2004, UGC distributed, as a dividend to its stockholders, 0.28 of a transferable subscription right for each share of UGC common stock owned by them at the close of business on January 21, 2004, the record date for the UGC rights offering. Each whole right to purchase UGC Class A common stock entitled the holder to purchase one share of UGC Class A common stock at a subscription price of \$6.00 per share. Each whole right to purchase UGC Class B common stock entitled the holder to purchase one share of UGC Class B common stock at a subscription price of \$6.00 per share. Each whole right to purchase UGC Class C common stock entitled the holder to purchase one share of UGC Class C common stock at a subscription price of \$6.00 per share. In addition, each whole Class A, Class B and Class C right entitled the holder to subscribe, at the same subscription price pursuant to an oversubscription privilege, for additional shares of the applicable class of UGC common stock, subject to proration. UGC has paid no other dividends since it became a publicly traded company.

Pursuant to the merger agreement, UGC may not pay any dividends until the mergers are completed or the merger agreement is terminated. Except for the foregoing, there are currently no restrictions on the ability of UGC to pay dividends in cash or stock. It is UGC's current policy to not pay cash dividends. All decisions regarding the payment of future dividends by UGC will be made by its board of directors, from time to time, in accordance with applicable law.

Liberty Global. Following the consummation of the mergers, all decisions regarding the payment of dividends by Liberty Global will be made by its board of directors, from time to time, in accordance with applicable law after taking into account various factors, including its financial condition, operating results, current and anticipated cash needs, plans for expansion and possible loan covenants which may restrict or prohibit its payment of dividends.

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RISK FACTORS

In addition to the other information contained in, incorporated by reference in or included as an appendix to this joint proxy statement/prospectus, you should carefully consider the following risk factors in deciding whether to vote to approve the merger proposal.

Factors Relating to the Mergers

Fluctuations in market prices may cause the value of the shares of Liberty Global common stock that you receive in the mergers to be less than the value of your shares of LMI common stock or UGC common stock prior to the mergers. The ratios at which shares of LMI common stock and shares of UGC common stock will be converted into shares of Liberty Global common stock in the mergers are fixed, and there will be no adjustment to these ratios for changes in the market price of LMI common stock or UGC common stock. Accordingly, the value of the stock consideration to be received by holders of LMI common stock and holders of UGC common stock upon completion of the mergers is not ascertainable at this time and will ultimately depend upon the market prices of LMI common stock and UGC common stock at the effective time of the mergers. Those market prices may be higher or lower than the market prices of those shares on the date on which the merger agreement was executed, the date of this joint proxy statement/prospectus or the date on which the LMI stockholders and UGC stockholders vote on the merger proposal. Neither LMI nor UGC is permitted to walk away from the mergers or resolicit the vote of its stockholders solely because of changes in the market price of either party's common stock at any time prior to the effective time of the mergers. Also, there is no collar or other adjustment mechanism that will ensure stockholders receive merger consideration with a minimum or maximum value.

At the time UGC stockholders make their stock election or cash election, they may not know if 0.2155 of a share of Liberty Global common stock will be worth more or less than the cash election amount of \$9.58 per share. To make a valid stock election or cash election, UGC stockholders must submit their form of election and related UGC stock certificates (or book-entry shares) to the exchange agent by the election deadline. The election deadline is scheduled for 5:00 p.m., New York time, on [___], 2005. We will extend the election deadline to no later than 5:00 p.m., New York time, on the second business day prior to the completion of the mergers if we anticipate that the mergers will not occur within four business days after the initial election deadline. As the initial trading price of the shares of Liberty Global Series A common stock is expected to approximate the trading price of the LMI Series A common stock immediately prior to the completion of the mergers, there can be no assurance that the value of the stock consideration will not fluctuate, with the trading price of the LMI Series A common stock, between the submission of a form of election and the completion of the mergers. Hence, while UGC stockholders will know the value of the stock consideration at the time they submit their form of election, there can be no assurance that the stock consideration will not have a lower value when the mergers are completed and the Liberty Global Series A common stock is first made available to UGC stockholders.

UGC stockholders who make the cash election may not have all of their UGC shares exchanged for cash, and the average per share value of the merger consideration they receive could be less than \$9.58. The merger agreement limits the amount of cash payable to UGC stockholders who make the cash election to no more than 20% of the aggregate value of the merger consideration payable to UGC stockholders who are not Permitted Holders within the meaning of UGC's indenture with respect to its 3¼% convertible senior notes due 2024, which we refer to as the cash threshold amount. The term Permitted Holders is generally defined to include LMI and Liberty and the Chief Executive Officer and each member of the board of directors of each of UGC, LMI and Liberty as of April 1, 2004 and each of their respective affiliates. If the cash threshold amount is exceeded, those UGC stockholders making the cash election will have the number of their shares of UGC stock as to which they made the cash election reduced by a pro rata amount, and will receive the stock consideration for those shares which are not exchanged for the cash

consideration. Depending on the market price of the Liberty Global Series A common stock immediately after the mergers are completed, UGC stockholders who made only the cash election but who receive stock consideration for some of their shares due to proration may obtain aggregate consideration that is worth less than \$9.58 per share. See The Transaction Agreements Merger Agreement UGC Stockholders Making Stock and Cash Elections; Proration.

Once UGC stockholders deliver their shares of UGC common stock to the exchange agent with their form of election, they will not be able to sell those shares unless they revoke their election prior to the election

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deadline. UGC stockholders may submit a form of election to the exchange agent at any time after the mailing of the joint proxy statement/prospectus and prior to the election deadline. To be valid, an election must be accompanied by the UGC shares as to which the election has been made. Once the exchange agent is in receipt of the UGC shares, they will not be available for settlement purposes in a trade unless and until the person who submitted the election and the shares revokes the election prior to the election deadline by written notice to the exchange agent.

Liberty Global may fail to realize the anticipated benefits of the mergers. The success of the mergers will depend in part on the ability of Liberty Global to realize the anticipated synergies and growth opportunities from combining the two companies. In addition, the market may not quickly, if ever, eliminate or reduce the holding company discount that we believe has suppressed the historical trading price of LMI common stock. Any failure to realize the anticipated benefits of the mergers may adversely affect the stock price of Liberty Global.

Significant transaction costs will be incurred as a result of the mergers. LMI and UGC expect to incur significant one-time transaction costs, currently estimated to be approximately \$22 million, related to the mergers. These transaction costs include investment banking, legal and accounting fees and expenses of approximately \$13.8 million and SEC filing fees, printing expenses, mailing expenses and other related charges of approximately \$6.5 million. LMI and UGC may also incur additional unanticipated transaction costs in connection with the mergers. A portion of the transaction costs related to the mergers, estimated to be approximately \$18 million, will be incurred regardless of whether the mergers are completed. LMI and UGC will each pay its own transaction costs incurred, except that they will share equally all costs associated with printing and mailing this joint proxy statement/prospectus.

We are parties to pending class action lawsuits relating to the UGC merger. We are parties to twenty-one lawsuits filed by third parties seeking monetary damages or injunctive relief, or both, in connection with the UGC merger. Predicting the outcome of these lawsuits is difficult; and an adverse judgment for monetary damages could have a material adverse effect on the operations of Liberty Global after the mergers, a preliminary injunction could delay or jeopardize the completion of the mergers and an adverse judgment granting injunctive relief could permanently enjoin the consummation of the mergers.

LMI's potential indemnity liability to Liberty if the spin off is treated as a taxable transaction as a result of the mergers could materially adversely affect Liberty Global's prospects and financial condition. LMI entered into a tax sharing agreement with Liberty in connection with its spin off from Liberty on June 7, 2004. In the tax sharing agreement, LMI agreed to indemnify Liberty and its subsidiaries, officers and directors for any loss, including any adjustment to taxes of Liberty, resulting from (1) any action or failure to act by LMI or any of LMI's subsidiaries following the completion of the spin off that would be inconsistent with or prohibit the spin off from qualifying as a tax-free transaction to Liberty and to Liberty's stockholders under Section 355 of the Code or (2) any breach of any representation or covenant given by LMI or one of LMI's subsidiaries in connection with any tax opinion delivered to Liberty relating to the qualification of the spin off as a tax-free distribution described in Section 355 of the Code. LMI's indemnification obligations to Liberty and its subsidiaries, officers and directors are not limited in amount or subject to any cap. If LMI is required to indemnify Liberty and its subsidiaries, officers and directors under the circumstances set forth in the tax sharing agreement, LMI may be subject to substantial liabilities. For more information about the tax sharing agreement, see Appendix A: Information Concerning Liberty Media International, Inc. Part 2: Certain Relationships and Related Party Transactions Agreements Between LMI and Liberty Tax Sharing Agreement.

It is a non-waivable condition to the mergers that LMI and Liberty Global shall have received the opinion of Skadden, Arps, Slate, Meagher & Flom LLP or another nationally recognized law firm reasonably acceptable to UGC (acting with the approval of the Special Committee), dated the closing date of the mergers, to the effect that, for U.S. federal income tax purposes, provided that the spin off would otherwise have qualified as a tax-free distribution under Section 355 of the Code to Liberty and the Liberty stockholders, the mergers should not cause the spin off to fail to

qualify as a tax-free distribution to Liberty under Section 355(e) of the Code. In rendering such opinion, Skadden, Arps, Slate, Meagher & Flom LLP or such other alternate firm may rely upon factual representations and covenants, including those contained in certificates of officers of LMI, Liberty Global and UGC, and customary factual assumptions. Any inaccuracy in the representations, covenants and assumptions upon which such tax opinion is based could alter the conclusions reached in such opinion. Neither LMI nor Liberty Global have

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requested a ruling from the Internal Revenue Service as to the effect, if any, that the mergers would have on the spin off. Therefore, there can be no assurance that the Internal Revenue Service will agree with the conclusions in such opinion.

Factors Relating to Overseas Operations and Regulations

The businesses of LMI and UGC are, and the businesses of Liberty Global will be, conducted almost exclusively outside of the United States, which gives rise to numerous operational risks. The businesses of LMI and UGC are, and the businesses of Liberty Global will be, operated almost exclusively in countries other than the United States and are thereby subject to the following inherent risks:

longer payment cycles by customers in foreign countries that may increase the uncertainty associated with recoverable accounts;

difficulties in staffing and managing international operations;

economic instability;

potentially adverse tax consequences;

export and import restrictions, tariffs and other trade barriers;

increases in taxes and governmental royalties and fees;

involuntary renegotiation of contracts with foreign governments;

changes in foreign and domestic laws and policies that govern operations of foreign-based companies; and

disruptions of services or loss of property or equipment that are critical to overseas businesses due to expropriation, nationalization, war, insurrection, terrorism or general social or political unrest.

LMI and UGC are, and Liberty Global is expected to be, exposed to potentially volatile fluctuations of the U.S. dollar (their functional currency) against the currencies of their operating subsidiaries and affiliates. Any increase (decrease) in the value of the U.S. dollar against any foreign currency that is the functional currency of an operating subsidiary or affiliate of LMI or UGC, and, following the mergers, Liberty Global, will cause the parent company to experience unrealized foreign currency translation losses (gains) with respect to amounts already invested in such foreign currencies. In addition, LMI, UGC and their operating subsidiaries and affiliates are, and Liberty Global and its operating subsidiaries and affiliates are expected to be, exposed to foreign currency risk to the extent that they enter into transactions denominated in currencies other than their respective functional currencies, such as investments in debt and equity securities of foreign subsidiaries, equipment purchases, programming costs, notes payable and notes receivable (including intercompany amounts) that are denominated in a currency other than their own functional currency. Changes in exchange rates with respect to these items will result in unrealized (based upon period-end exchange rates) or realized foreign currency transaction gains and losses upon settlement of the transactions. In addition, LMI and UGC are, and Liberty Global is expected to be, exposed to foreign exchange rate fluctuations related to operating subsidiaries' monetary assets and liabilities and the financial results of foreign subsidiaries and affiliates when their respective financial statements are translated into U.S. dollars for inclusion in their consolidated financial statements. Cumulative translation adjustments are recorded in accumulated other comprehensive income (loss) as a separate component of equity. As a result of foreign currency risk, LMI, UGC and, following the mergers, Liberty Global may experience economic loss and a negative impact on earnings and equity

with respect to their holdings solely as a result of foreign currency exchange rate fluctuations. The primary exposure to foreign currency risk for LMI and UGC is, and for Liberty Global is expected to be, to the euro as over 50% of the U.S. dollar revenue of LMI and UGC is, and of Liberty Global following the mergers is expected to be, derived from countries where the euro is the functional currency. In addition, the operating results of LMI and UGC are, and of Liberty Global following the mergers are expected to be, significantly impacted by changes in the

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exchange rates for the Japanese yen, Chilean peso and, to a lesser degree, other local currencies in Europe. In the past, LMI and UGC generally have not, and Liberty Global following the mergers is not expected to, enter into derivative transactions that are designed to reduce their long-term exposure to foreign currency exchange risk.

The businesses of LMI and UGC are, and the businesses of Liberty Global will be, subject to risks of adverse regulation by foreign governments. The businesses of LMI and UGC are, and the businesses of Liberty Global will be, subject to the unique regulatory regimes of the countries in which they operate. Cable and telecommunications businesses are subject to licensing eligibility rules and regulations, which vary by country. The provision of telephony services requires licensing from, or registration with, the appropriate regulatory authorities and entrance into interconnection arrangements with the incumbent phone companies. It is possible that countries in which LMI, UGC and, following the mergers, Liberty Global operate may adopt laws and regulations regarding electronic commerce which could dampen the growth of the Internet access services being offered and developed by these businesses. Programming businesses are subject to regulation on a country by country basis, including programming content requirements, requirements to carry specified programming, service quality standards, price controls and ownership restrictions. Consequently, such businesses must adapt their ownership and organizational structure as well as their services to satisfy the rules and regulations to which they are subject. A failure to comply with these rules and regulations could result in penalties, restrictions on such business or loss of required licenses.

Businesses that offer multiple services, such as video distribution as well as Internet access and telephony, or both video distribution and programming content, are facing increased regulatory review from competition authorities in several countries in which LMI and UGC operate, and, following the mergers, Liberty Global will operate, with respect to their businesses and proposed business combinations. For example, regulatory authorities in several countries in which LMI and UGC do business, and in which Liberty Global will do business, are considering what access rights, if any, should be afforded to third parties for use of existing cable television networks. If third parties were to be granted access to the distribution infrastructure of LMI and UGC, and, following the mergers, Liberty Global, for the delivery of video, audio, Internet or other services, those providers could compete with services similar to those which the businesses of LMI and UGC offer, and, following the mergers, Liberty Global will offer, which could lead to significant price competition and loss of market share.

LMI, UGC and, following the mergers, Liberty Global may determine to acquire additional communications companies. These acquisitions may require the approval of governmental authorities, which can block, impose conditions on or delay an acquisition.

LMI, UGC and, following the mergers, Liberty Global cannot be certain that they will be successful in acquiring new businesses or integrating acquired businesses with their existing operations. Historically, the businesses of LMI and UGC have grown, in part, through selective acquisitions that enabled them to take advantage of existing networks, local service offerings and region-specific management expertise. LMI, UGC and, following the mergers, Liberty Global may seek to continue growing their businesses through acquisitions in selected markets. Their ability to acquire new businesses may be limited by many factors, including debt covenants, availability of financing, the prevalence of complex ownership structures among potential targets and government regulation. Even if they were successful in acquiring new businesses, the integration of new businesses may present significant challenges, including: realizing economies of scale in interconnection, programming and network operations; eliminating duplicative overheads; and integrating networks, financial systems and operational systems. We cannot assure you that LMI, UGC and, following the mergers, Liberty Global will be successful in acquiring new businesses or realizing the anticipated benefits of any completed acquisition.

In addition, we anticipate that most, if not all, companies acquired by LMI, UGC or, following the mergers, Liberty Global will be located outside the United States. Foreign companies may not have disclosure controls and procedures or internal controls over financial reporting that are as thorough or effective as those required by U.S.

securities laws. While LMI, UGC and, following the mergers, Liberty Global intend to implement appropriate controls and procedures as they integrate acquired companies, they may not be able to certify as to the effectiveness of these companies' disclosure controls and procedures or internal controls over financial reporting until they have fully integrated them.

LMI and UGC are, and Liberty Global will be, subject to the risk of revocation or loss of their telecommunications and media licenses. In certain operating regions, the services provided by the businesses of

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LMI, UGC and, following the mergers, Liberty Global require receipt of a license from the appropriate national, provincial and/or local regulatory authority. In those regions, regulatory authorities may have significant discretion in granting licenses, including the term of the licenses, and are often under no obligation to renew them when they expire. The breach of a license or applicable law, even if inadvertent, can result in the revocation, suspension, cancellation or reduction in the term of a license or the imposition of fines. In addition, regulatory authorities may grant new licenses to third parties, resulting in greater competition in territories where the businesses of LMI, UGC and, following the mergers, Liberty Global may already be licensed. In order to promote competition, licenses may also require that third parties be granted access to the bandwidth, frequency capacity, facilities or services of LMI, UGC and, following the mergers, Liberty Global. There can be no assurance that LMI or UGC or, following the mergers, Liberty Global will be able to obtain or retain any required license, or that any renewal of a required license will not be on less favorable terms.

LMI, UGC and, following the mergers, Liberty Global may have to pay U.S. taxes on earnings of certain of their foreign subsidiaries regardless of whether such earnings are actually distributed to them, and they may be limited in claiming foreign tax credits; since primarily all of their revenue is generated through their foreign investments, these tax risks could have a material adverse impact on their effective income tax rate, financial condition and liquidity. Certain foreign corporations in which LMI and UGC have, and in which Liberty Global will have, interests particularly those in which they have or will have controlling interests, are considered to be controlled foreign corporations under U.S. tax law. In general, their pro rata share of certain income earned by their subsidiaries that are controlled foreign corporations during a taxable year when such subsidiaries have current or accumulated earnings and profits will be included in their income when the income is earned, regardless of whether the income is distributed to them. This income, typically referred to as Subpart F income, generally includes, but is not limited to, such items as interest, dividends, royalties, gains from the disposition of certain property, certain currency exchange gains in excess of currency exchange losses, and certain related party sales and services income. In addition, a U.S. stockholder of a controlled foreign corporation may be required to include in income its pro rata share of the controlled foreign corporation's increase for the year in current or accumulated earnings and profits (other than Subpart F income) invested in U.S. property, regardless of whether the U.S. stockholder received any actual cash distributions from the controlled foreign corporation. Since LMI and UGC are investors in, and Liberty Global will be an investor in, foreign corporations, they could have significant amounts of Subpart F income. Although they intend to take reasonable tax planning measures to limit their tax exposure, we cannot assure you that they will be able to do so.

In general, a U.S. corporation may claim a foreign tax credit against its U.S. federal income taxes for foreign income taxes paid or accrued. A U.S. corporation may also claim a credit for foreign income taxes paid or accrued on the earnings of certain foreign corporations paid to the U.S. corporation as a dividend. The ability of LMI, UGC and, following the mergers, Liberty Global to claim a foreign tax credit for dividends received from their foreign subsidiaries is subject to various limitations. Some of their businesses are located in countries with which the United States does not have income tax treaties. Because LMI and UGC lack, and Liberty Global will lack, treaty protection in these countries, they may be subject to high rates of withholding taxes on distributions and other payments from their businesses and may be subject to double taxation on their income. Limitations on the ability of LMI, UGC and, following the mergers, Liberty Global to claim a foreign tax credit, their lack of treaty protection in some countries, and their inability to offset losses in one foreign jurisdiction against income earned in another foreign jurisdiction could result in a high effective U.S. federal income tax rate on their earnings. Since a significant portion of their revenue is generated abroad, including in jurisdictions that do not have tax treaties with the United States, these risks are proportionately greater for them than for companies that generate most of their revenue in the United States or in jurisdictions that have such treaties.

Factors Relating to Technology and Competition

Changes in technology may limit the competitiveness of and demand for services, which may adversely impact the business and stock value of LMI, UGC, and following the mergers, Liberty Global. Technology in the video, telecommunications and data services industries is changing rapidly. This significantly influences the demand for the products and services that are offered by the businesses of LMI, UGC and, following the mergers, Liberty Global. The ability to anticipate changes in technology and consumer tastes and to develop and introduce new and enhanced products on a timely basis will affect the ability of LMI, UGC, and, following the mergers, Liberty Global to continue to grow, increase their revenue and number of subscribers and remain competitive. New products, once

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marketed, may not meet consumer expectations or demand, can be subject to delays in development and may fail to operate as intended. A lack of market acceptance of new products and services which LMI, UGC and, following the mergers, Liberty Global may offer, or the development of significant competitive products or services by others, could have a material adverse impact on the revenue, growth and stock price of LMI, UGC and, following the mergers, Liberty Global. Alternatively, if consumer demand for new services in a specific country or region exceeds our expectations, meeting that demand could overburden our infrastructure, which could result in service interruptions and a loss of customers.

LMI and UGC operate, and, following the mergers, Liberty Global will operate, in an increasingly competitive market, and there is a risk that LMI, UGC and, following the mergers, Liberty Global will not be able to effectively compete with other service providers. The market for cable television, high-speed Internet access and telecommunications in many of the regions in which LMI and UGC operate, and Liberty Global will operate, are highly competitive and highly fragmented. In the provision of video services, LMI and UGC face, and Liberty Global will face, competition from other cable television service providers, direct-to-home satellite service providers, digital terrestrial television broadcasters and video over asymmetric digital subscriber line providers, among others. Their operating businesses in The Netherlands, France and Japan are facing increasing competition from video services provided by or over the networks of incumbent telecommunications operators. In the provision of telephone services, LMI and UGC face, and Liberty Global will face, competition from the incumbent telecommunications operators in each country in which they operate. These operators have substantially more experience in providing telephone services and have greater resources to devote to the provision of telephone services. In addition, in many countries, LMI and UGC face, and Liberty Global will face, competition from wireless telephone providers, facilities-based and resale telephone operators, voice over Internet protocol providers and other providers. In the provision of Internet access services and online content, LMI and UGC face, and Liberty Global will face, competition from incumbent telecommunications companies and other telecommunications operators, other cable-based Internet service providers, non-cable based Internet service providers, Internet portals and satellite, microwave and other wireless providers. The Internet services offered by these competitors include both traditional dial-up access services and high-speed access services. Digital subscriber line is a technology that provides high-speed Internet access over traditional telephone lines. Both incumbent and alternative providers offer digital subscriber line services. We expect digital subscriber line to be an increasingly strong competitor in the provision of Internet services.

The market for programming services is also highly competitive. Programming businesses compete with other programmers for distribution on a limited number of channels. Once distribution is obtained, program offerings must then compete for viewers and advertisers with other programming services as well as with other entertainment media, such as home video, online activities and movies.

We expect the level and intensity of competition to increase in the future from both existing competitors and new market entrants as a result of changes in the regulatory framework of the industries in which LMI and UGC operate, and in which Liberty Global will operate, the influx of new market entrants and strategic alliances and cooperative relationships among industry participants. Increased competition may result in increased customer churn, reduce the rate of customer acquisition and lead to significant price competition, in each case resulting in decreases in cash flows, operating margins and profitability. The inability to compete effectively, may result in the loss of subscribers, and revenues and the stock price of LMI and UGC, and, following the mergers, Liberty Global, may suffer.

LMI, UGC and, following the mergers, Liberty Global may not be able to obtain attractive programming for their digital video services, thereby lowering demand for their services. LMI and UGC rely, and, following the mergers, Liberty Global will rely, on programming suppliers for the bulk of their programming content. They may not be able to obtain sufficient high-quality programming for their digital video services on satisfactory terms or at all in order to offer compelling digital video services. This may reduce demand for their services, thereby lowering their

future revenues. It may also limit their ability to migrate customers from lower tier programming to higher tier programming, thereby inhibiting their ability to execute their business plans. Furthermore, LMI, UGC and, following the mergers, Liberty Global may not be able to obtain attractive country-specific programming for video services. This could further lower revenues and profitability. In addition, must-carry requirements may consume channel capacity otherwise available for other services.

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Some of the operating businesses of LMI, UGC and, following the mergers, Liberty Global depend upon third parties for the distribution of their products and services. In certain operating regions, the businesses of LMI, UGC and following the mergers, Liberty Global require access to utility poles, roadside conduits and leased fiber that interconnect their headends and/or connect their headends to telecommunications facilities of third parties. This infrastructure is, in some cases, owned by regional utility companies or other third party administrators, and access to the infrastructure is licensed to the businesses of LMI, UGC and, following the mergers, Liberty Global. In other operating regions, the transmission of cable programming content to regional headend facilities is accomplished via communications satellites owned by third parties, who, in some cases, are competitors. We cannot assure you that the businesses of LMI, UGC and, following the mergers, Liberty Global will be able to renew any existing access agreements with these third parties or enter into new agreements for additional access rights, which may be necessary for the expansion of their businesses in these regions. Any cancellation, delay or interruption in these access rights would disrupt the delivery of the products and services of LMI, UGC and, following the mergers, Liberty Global to customers in the affected regions. In addition, the failure to obtain additional access rights from such third parties could preclude expansionary efforts in these operating regions. We also cannot assure you that any alternative distribution means will be available in these regions, on reasonable terms or at all.

Following the mergers, Liberty Global and Liberty may compete for business opportunities. LMI's former parent company, Liberty, has interests in various U.S. programming companies that have subsidiaries or controlled affiliates that own or operate foreign programming services that may compete with the programming services to be offered by Liberty Global's businesses. In addition, Liberty may seek to expand its foreign programming services to capitalize on the significant growth potential presented by the international cable market. As a result of these expansionary efforts, Liberty Global's programming services may find themselves in direct competition with those of Liberty. Liberty Global has no rights in respect of international programming opportunities developed by or presented to the subsidiaries or controlled affiliates of Liberty's U.S. programming companies and the pursuit of these opportunities by such subsidiaries or affiliates may adversely affect the interests of Liberty Global and its stockholders. Since Liberty Global will have overlapping directors with Liberty, the pursuit of these opportunities could create, or appear to create, potential conflicts of interest. See Management of Liberty Global.

Factors Relating to Certain Financial Matters

The liquidity and value of the interests of LMI, UGC and, following the mergers, Liberty Global in their subsidiaries and affiliates may be adversely affected by stockholder agreements and similar agreements to which they are a party. LMI and UGC own, and Liberty Global will own, equity interests in a variety of international broadband distribution and video programming businesses. Certain of these equity interests are, or will be, held pursuant to stockholder agreements, partnership agreements and other instruments and agreements that contain provisions that affect the liquidity, and therefore the realizable value, of those interests. Most of these agreements subject, or will subject, the transfer of such equity interests to consent rights or rights of first refusal of the other stockholders or partners. In certain cases, a change in control of the company or the subsidiary holding the equity interest will give rise to rights or remedies exercisable by other stockholders or partners. Some of the subsidiaries and affiliates of LMI and UGC and, following the mergers, Liberty Global are parties to loan agreements that restrict changes in ownership of the borrower without the consent of the lenders. All of these provisions will restrict the ability to sell those equity interests and may adversely affect the prices at which those interests may be sold.

LMI and UGC do not, and Liberty Global will not, have the right to manage the businesses or affairs of any of the companies in which they hold less than a majority voting interest. Rather, such rights may take the form of representation on the board of directors or a partners' or similar committee that supervises management or possession of veto rights over significant or extraordinary actions. The scope of veto rights varies from agreement to agreement. Although board representation and veto rights may enable LMI, UGC and, following the mergers, Liberty Global to

exercise influence over the management or policies of an affiliate, they do not enable LMI, UGC or, following the mergers, Liberty Global to cause those affiliates to take actions, such as paying dividends or making distributions to their stockholders or partners.

Following the mergers, Liberty Global may not report operating income or net earnings. Each of UGC and LMI has a history of reporting operating and net losses. UGC's net earnings (losses) amounted to \$(314.7) million, \$1,955.4 million, \$(3,561.5) million and \$(4,494.7) million for the nine months ended September 30, 2004,

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and the years ended December 31, 2003, 2002 and 2001, respectively. Although UGC had net earnings in 2003, the net earnings were primarily attributable to a \$2.1 billion gain on debt extinguishment. During the same periods, LMI's net earnings (losses) amounted to \$(10.6) million, \$20.9 million, \$(568.2) million and \$(820.4) million for the nine months ended September 30, 2004, and the years ended December 31, 2003, 2002 and 2001, respectively. In light of the historical financial performance of UGC and LMI, we cannot assure you that Liberty Global will report operating income or net earnings in the near future or at all.

If LMI, UGC or, following the mergers, Liberty Global fails to meet required capital calls to a company in which it holds interests, its interests in that company could be diluted or it could forfeit important rights. LMI and UGC are parties to, and, following the mergers, Liberty Global may be a party to, stockholder and partnership agreements that provide for possible capital calls on stockholders and partners. Failure to meet a capital call, or other commitment to provide capital or loans to a particular company in which LMI, UGC or, following the mergers, Liberty Global holds interests may have adverse consequences to LMI, UGC or, following the mergers, Liberty Global. These consequences may include, among others, the dilution of equity interest in that company, the forfeiture of the right to vote or exercise other rights or, in some instances, a breach of contract action for damages against LMI, UGC or, following the mergers, Liberty Global. The ability to meet capital calls or other capital or loan commitments is subject to the ability to access cash. See LMI, UGC and Liberty Global may not freely access the cash of their operating companies. below.

LMI, UGC and Liberty Global may not freely access the cash of their operating companies. The operations of LMI and UGC are, and, following the mergers, Liberty Global will be, conducted through their respective subsidiaries. The potential sources of cash of LMI and UGC, and, following the mergers, Liberty Global will include their available cash balances, net cash from the operating activities of their subsidiaries, dividends and interest from their investments, availability under credit facilities and proceeds from asset sales. The ability of their operating subsidiaries to pay dividends or to make other payments or advances to them depends on their individual operating results and any statutory, regulatory or contractual restrictions to which they may be or may become subject. Some of LMI's and UGC's operating subsidiaries are, and, following the mergers, Liberty Global's operating subsidiaries will be, subject to loan agreements or bank facilities that restrict sales of assets and prohibit or limit the payment of dividends or the making of distributions, loans or advances to stockholders and partners, including LMI, UGC and, following the mergers, Liberty Global. In addition, because these subsidiaries are separate and distinct legal entities they have no obligation to provide LMI, UGC or, following the mergers, Liberty Global with funds for payment obligations, whether by dividends, distributions, loans or other payments. With respect to those companies in which LMI, UGC or, following the mergers, Liberty Global have less than a majority voting interest, LMI and UGC do not have, and, following the mergers, Liberty Global will not have, sufficient voting control to cause those companies to pay dividends or make other payments or advances to any of their partners or stockholders, including LMI, UGC or, following the mergers, Liberty Global.

If, following the mergers, Liberty Global is unable to satisfy completely the regulatory requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or Liberty Global's internal control over financial reporting is not effective, the reliability of Liberty Global's financial statements may be questioned and Liberty Global's stock price may suffer. Section 404 of the Sarbanes-Oxley Act of 2002 requires companies to do a comprehensive evaluation of their internal control over financial reporting. To comply with this statute, Liberty Global will be required to document and test its internal control procedures; Liberty Global's management will be required to assess and issue a report concerning Liberty Global's internal control over financial reporting; and Liberty Global's independent auditors will be required to issue an opinion on management's assessment of those matters. Liberty Global's compliance with Section 404 of the Sarbanes-Oxley Act will first be tested in connection with the filing of its Annual Report on Form 10-K for the fiscal year ending December 31, 2005. The rules governing the standards that must be met for management to assess Liberty Global's internal control over financial reporting are new and complex and require significant documentation, testing and possible remediation to meet the detailed standards under the rules. During the

course of its testing, Liberty Global's management may identify material weaknesses or deficiencies which may not be remedied in time to meet the deadline imposed by the Sarbanes-Oxley Act. If, following the mergers, Liberty Global's management cannot favorably assess the effectiveness of Liberty Global's internal control over financial reporting or Liberty Global's auditors identify material weaknesses in those controls, investor confidence in Liberty Global's financial results may weaken, and Liberty Global's stock price may suffer.

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Certain subsidiaries of LMI and UGC are, and certain subsidiaries of Liberty Global will be, subject to various debt instruments that contain restrictions on how they finance their operations and operate their businesses, which could impede their ability to engage in beneficial transactions. Certain subsidiaries of LMI and UGC are, and certain subsidiaries of Liberty Global will be, subject to significant financial and operating restrictions contained in outstanding credit agreements, indentures and similar instruments of indebtedness. These restrictions will affect, and in some cases significantly limit or prohibit, among other things, the ability of those subsidiaries to:

- borrow more funds;
- pay dividends or make other upstream distributions;
- make investments;
- engage in transactions with us or other affiliates; or
- create liens on their assets.

As a result of restrictions contained in these credit facilities, the companies party thereto, and their subsidiaries, could be unable to obtain additional capital in the future to:

- fund capital expenditures or acquisitions that could improve their value;
- meet their loan and capital commitments to their business affiliates;
- invest in companies in which they would otherwise invest;
- fund any operating losses or future development of their business affiliates;
- obtain lower borrowing costs that are available from secured lenders or engage in advantageous transactions that monetize their assets; or
- conduct other necessary or prudent corporate activities.

LMI and UGC are, and Liberty Global will be, typically prohibited from or significantly restricted in accessing the net cash of their subsidiaries that have outstanding credit facilities.

In addition, some of the credit agreements to which these subsidiaries are parties require them to maintain financial ratios, including ratios of total debt to operating cash flow and operating cash flow to interest expense. Their ability to meet these financial ratios and tests may be affected by events beyond their control, and we cannot assure you that they will be met. In the event of a default under such subsidiaries' credit agreements or indentures, the lenders may accelerate the maturity of the indebtedness under those agreements or indentures, which could result in a default under other outstanding credit facilities of these subsidiaries. We cannot assure you that any of these subsidiaries will have sufficient assets to pay indebtedness outstanding under their credit agreements and indentures. Any refinancing of this indebtedness is likely to contain similar restrictive covenants.

Factors Relating to Governance Matters

John C. Malone will have significant influence over corporate matters considered by Liberty Global and its stockholders. Following the mergers, John C. Malone is expected to beneficially own shares of Liberty Global common stock representing approximately [___]% of the aggregate voting power of Liberty Global (based upon his

beneficial ownership interests in LMI and UGC, respectively, as of the record dates for the special meetings, and assuming no cash elections are made by the UGC stockholders). By virtue of Mr. Malone's voting power in Liberty Global as well as his position as Liberty Global's Chairman of the Board, Mr. Malone will have significant influence over the outcome of any corporate transaction or other matters submitted to Liberty Global stockholders

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for approval, including the election of directors, mergers, consolidations and the sale of all or substantially all of Liberty Global's assets. Mr. Malone's rights to vote or dispose of his equity interests in Liberty Global will not be subject to any restrictions in favor of Liberty Global other than as may be required by applicable law and except for customary transfer restrictions pursuant to incentive award agreements.

It may be difficult for a third party to acquire Liberty Global, even if doing so may be beneficial to Liberty Global stockholders. Certain provisions of Liberty Global's restated certificate of incorporation and bylaws may discourage, delay or prevent a change in control of Liberty Global that a stockholder may consider favorable. These provisions include the following:

authorizing a capital structure with multiple series of common stock: a Series B that entitles the holders to ten votes per share; a Series A that entitles the holders to one vote per share; and a Series C that, except as otherwise required by applicable law, entitles the holder to no voting rights;

authorizing the issuance of blank check preferred stock, which could be issued by its board of directors to increase the number of outstanding shares and thwart a takeover attempt;

classifying its board of directors with staggered three-year terms, which may lengthen the time required to gain control of its board of directors;

limiting who may call special meetings of stockholders;

prohibiting stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of the stockholders;

establishing advance notice requirements for nominations of candidates for election to its board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings;

requiring stockholder approval by holders of at least 80% of its voting power or the approval by at least 75% of its board of directors with respect to certain extraordinary matters, such as a merger or consolidation of Liberty Global, a sale of all or substantially all of its assets or an amendment to its restated certificate of incorporation or bylaws; and

the existence of authorized and unissued stock which would allow its board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of its management, or which could be used to dilute the stock ownership of persons seeking to obtain control of them.

Liberty Global's incentive plan may also discourage, delay or prevent a change in control of Liberty Global even if such change of control would be in the best interests of Liberty Global stockholders. For more information regarding the relative rights of the holders of LMI common stock, UGC common stock and Liberty Global common stock, see Comparison of the Rights of Stockholders of LMI, UGC and Liberty Global.

Holders of any single series of Liberty Global common stock may not have any remedies if any action by Liberty Global's directors or officers has an adverse effect on only that series of Liberty Global common stock.

Principles of Delaware law and the provisions of Liberty Global's restated certificate of incorporation may protect decisions of Liberty Global's board of directors that have a disparate impact upon holders of any single series of Liberty Global common stock. Under Delaware law, Liberty Global's board of directors has a duty to act with due care and in the best interests of all Liberty Global stockholders, including the holders of all series of Liberty Global common stock. Principles of Delaware law established in cases involving differing treatment of multiple classes or series of stock provide that a board of directors owes an equal duty to all common stockholders regardless of class or

series and does not have separate or additional duties to any group of stockholders. As a result, in some circumstances, Liberty Global's directors may be required to make a decision that is adverse to the holders of one series of their common stock. Under the principles of Delaware law referred to above, you may not be able to

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challenge these decisions if Liberty Global's board of directors is disinterested and adequately informed with respect to these decisions and acts in good faith and in the honest belief that it is acting in the best interests of all of its stockholders.

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INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this joint proxy statement/prospectus constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this joint proxy statement/prospectus or they may be made a part of this joint proxy statement/prospectus by appearing in other documents filed with the Securities and Exchange Commission and incorporated by reference in this joint proxy statement/prospectus. These statements may include statements regarding the period following completion of the mergers.

We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the federal securities laws. In some cases, you can identify these statements by our use of forward-looking words such as may, will, should, anticipate, estimate, expect, plan, believe, predict, and other terms of similar substance used in connection with any discussion of the mergers or the future operations or financial performance of LMI, UGC or Liberty Global. You should be aware that these statements and any other forward-looking statements in these documents only reflect our expectations and are not guarantees of performance. These statements involve risks, uncertainties and assumptions. Many of these risks, uncertainties and assumptions are beyond the control of LMI, UGC and Liberty Global, and may cause actual results and performance to differ materially from our expectations.

In addition to the risks and uncertainties set forth under the heading Risk Factors on page [___] of this joint proxy statement/prospectus, important factors that could cause our actual results to be materially different from our expectations include, among others:

economic and business conditions and industry trends in the countries in which we operate;

currency exchange risks;

consumer disposable income and spending levels, including the availability and amount of individual consumer debt;

consumer acceptance of existing service offerings, including our newer digital video, voice and Internet access services;

consumer acceptance of new technology, programming alternatives and broadband services that we may offer;

our ability to manage rapid technological changes, and grow our digital video, voice and Internet access services;

spending on foreign television advertising;

the regulatory and competitive environment in the broadband communications and programming industries in the countries in which we operate;

continued consolidation of the foreign broadband distribution industry;

uncertainties inherent in the development and integration of new business lines and business strategies;

the expanded deployment of personal video recorders and the impact on television advertising revenue;

capital spending for the acquisition and/or development of telecommunications networks and services;
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uncertainties associated with product and service development and market acceptance, including the development and provision of programming for new television and telecommunications technologies;

future financial performance, including availability, terms and deployment of capital;

the ability of suppliers and vendors to timely deliver products, equipment, software and services;

the outcome of any pending or threatened litigation;

availability of qualified personnel;

changes in, or failure or inability to comply with, government regulations in the countries in which we operate and adverse outcomes from regulatory proceedings;

government intervention which opens our broadband distribution networks to competitors;

our ability to successfully negotiate rate increases with local authorities;

changes in the nature of key strategic relationships with partners and joint venturers;

uncertainties associated with our ability to comply with the internal control requirements of the Sarbanes Oxley Act of 2002;

competitor responses to our products and services, and the products and services of the entities in which we have interests; and

threatened terrorist attacks and ongoing military action in the Middle East and other parts of the world.

You should be aware that the video, voice and Internet access services industries are changing rapidly, and, therefore, the forward-looking statements and statements of expectations, plans and intent herein are subject to a greater degree of risk than similar statements regarding certain other industries.

We caution you not to place undue reliance on the forward-looking statements contained in this joint proxy statement/prospectus. These forward-looking statements speak only as of the date on which the statements were made. Except as may be required by law, none of LMI, UGC or Liberty Global has any obligation to update or alter these forward-looking statements, whether as a result of new information, future events or otherwise.

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THE COMPANIES

Liberty Media International, Inc.

LMI is a holding company that, through its ownership of interests in subsidiaries and affiliates, provides broadband distribution services and video programming services to subscribers in Europe, Japan, Latin America and Australia. LMI's broadband distribution services consist primarily of cable television distribution, Internet access and, in selected markets, telephony and satellite distribution. LMI's broadband distribution services include those of UGC, which is a controlled subsidiary of LMI. LMI's programming networks create original programming and also distribute programming obtained from international and home-country content providers. LMI's principal assets include interests in UGC, Jupiter Telecommunications Co., Ltd., Jupiter Programming Co., Ltd., Liberty Cablevision of Puerto Rico Ltd. and Pramer S.C.A.

LMI is a Delaware corporation, formed on March 16, 2004, in connection with the proposed spin off of Liberty's International Group business segment. LMI's assets and businesses, including its controlling stake in UGC, consist largely of those which Liberty attributed to its International Group business segment prior to the spin off. On June 7, 2004, Liberty distributed to its stockholders, on a pro rata basis, all of the outstanding shares of LMI's common stock, and LMI became an independent, publicly traded company.

LMI's principal executive offices are located at 12300 Liberty Boulevard, Englewood, Colorado 80112. LMI's main telephone number is (720) 875-5800, and its company website is www.libertymediainternational.com.

Additional Information

For more information regarding LMI, please see Appendix A: Information Concerning Liberty Media International, Inc. to this joint proxy statement/prospectus, including, without limitation:

Part 1: Description of Business;

Part 2: Certain Relationships and Related Party Transactions;

Part 3: Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk; and

Part 4: Historical Financial Statements of LMI and its Significant Affiliates and Acquirees; which is incorporated herein in its entirety by this reference.

UnitedGlobalCom, Inc.

UGC is a leading international broadband communications provider of video, voice and Internet services with operations in 16 countries outside the United States. UGC's networks pass approximately 16.0 million homes and serve approximately 8.7 million video subscribers, 0.8 million voice subscribers and 1.4 million Internet access subscribers. UGC Europe, Inc., UGC's largest consolidated operation, is a leading pan-European broadband communications company. VTR GlobalCom S.A., UGC's primary Latin American operation, is Chile's largest multi-channel television and high-speed Internet access provider in terms of homes passed and number of subscribers, and Chile's second largest provider of residential telephone services in terms of lines in service. UGC also has an approximate 19% interest in SBS Broadcasting S.A., a European commercial television and radio broadcasting company, and an approximate 34% interest in Austar United Communications Limited, a leading pay-TV provider in Australia.

UGC is a Delaware corporation, formed on February 5, 2001 in connection with a substantial investment by Liberty.

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UGC's principal executive offices are located at 4643 South Ulster Street, Suite 1300, Denver, Colorado 80237. UGC's main telephone number is (303) 770-4001, and its company website is www.unitedglobal.com.

Additional Information

For more information regarding UGC, please see [Additional Information](#) [Where You Can Find More Information](#).

Liberty Global, Inc.

Liberty Global, a wholly owned subsidiary of LMI, is a Delaware corporation, formed on January 13, 2005, for the purpose of effecting the mergers. Upon consummation of the mergers, Liberty Global will become the parent company of LMI and UGC. The businesses of Liberty Global will reflect the combination of the businesses currently conducted by each of LMI and UGC.

To date, Liberty Global has not conducted any activities other than those incident to its formation and the matters contemplated by the merger agreement, including the formation of each of LMI Merger Sub and UGC Merger Sub as wholly owned subsidiaries and the preparation of applicable filings under the securities laws.

Additional Information

For more information regarding the business of Liberty Global following the mergers, please see the description of LMI's business included in [Appendix A: Information Concerning Liberty Media International, Inc. Part 1: Description of Business](#), which includes a description of UGC's business. In addition, please carefully read the information provided in this joint proxy statement/prospectus, including the information provided under the heading [Liberty Global Unaudited Condensed Pro Forma Combined Financial Statements](#).

Cheetah Acquisition Corp. (LMI Merger Sub)

LMI Merger Sub, a wholly owned subsidiary of Liberty Global, is a Delaware corporation, formed on January 13, 2005, for the purpose of effecting the merger with LMI. LMI Merger Sub has not conducted any activities other than those incident to its formation and the matters contemplated by the merger agreement, including the preparation of applicable filings under the securities laws.

Tiger Global Acquisition Corp. (UGC Merger Sub)

UGC Merger Sub, a wholly owned subsidiary of Liberty Global, is a Delaware corporation, formed on January 13, 2005, for the purpose of effecting the merger with UGC. UGC Merger Sub has not conducted any activities other than those incident to its formation and the matters contemplated by the merger agreement, including the preparation of applicable filings under the securities laws.

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THE SPECIAL MEETINGS AND PROXY SOLICITATIONS

	LMI	UGC
Time, Place & Date	[_____] , 2005 [___] a.m., local time [_____] [_____] [_____] , Colorado [_____]	[_____] , 2005 [___] a.m., local time [_____] [_____] [_____] , Colorado [_____]
	The LMI special meeting may be adjourned or postponed to another date, time or place for proper purposes, including for the purpose of soliciting additional proxies.	The UGC special meeting may be adjourned or postponed to another date, time or place for proper purposes, including for the purpose of soliciting additional proxies.
Purposes	To consider and vote on the merger proposal; and To transact other business as may properly be presented at the LMI special meeting or any postponements or adjournments thereof. At the present time, LMI knows of no other matters that will be presented at the LMI special meeting.	To consider and vote on the merger proposal; and To transact other business as may properly be presented at the UGC special meeting or any postponements or adjournments thereof. At the present time, UGC knows of no other matters that will be presented at the UGC special meeting.
Quorum	In order to carry on the business of the applicable special meeting, LMI or UGC, as the case may be, must have a quorum present. This means that at least a majority of the aggregate voting power represented by the outstanding shares of LMI common stock or UGC common stock, as the case may be, must be represented at the applicable special meeting, either in person or by proxy. For purposes of determining a quorum, your shares will be included as represented at the meeting even if you indicate on your proxy that you abstain from voting. In addition, if a broker, who is a record holder of shares, indicates on a form of proxy that the broker does not have discretionary authority to vote those shares on the proposal, or if those shares are voted in circumstances in which proxy authority is defective or has been withheld with respect to any proposal, these shares (which we refer to as broker non-votes) will be treated as present for purposes of determining the presence of a quorum. See -Shares Held in Street Name Effect of Broker Non-Votes and Abstentions below.	
Record Date	5:00 p.m., New York City time, on [___], 2005	5:00 p.m., New York City time, on [___], 2005
Shares Entitled to Vote	Holders of LMI Series A common stock and LMI Series B common stock, as recorded in LMI s stock register on the record date for the	Holders of UGC Class A common stock, UGC Class B common stock and UGC Class C common stock, as recorded in UGC s stock register

LMI special meeting, may vote at the LMI special meeting. on the record date for the UGC special meeting, may vote at the UGC special meeting.

Votes You At the LMI special meeting, holders of At the UGC special meeting, holders of

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	LMI	UGC
Have	<p>LMI Series A common stock will have one vote for each share of LMI Series A common stock that LMI's records show they owned as of 5:00 p.m., New York City time, on the record date for the LMI special meeting.</p> <p>At the special meeting, holders of LMI Series B common stock will have ten votes for each share of LMI Series B common stock that LMI's records show they owned as of 5:00 p.m., New York City time, on the record date for the LMI special meeting.</p>	<p>UGC Class A common stock will have one vote for each share of UGC Class A common stock that UGC's records show they owned as of 5:00 p.m., New York City time, on the record date for the UGC special meeting.</p> <p>At the special meeting, holders of UGC Class B common stock and holders of UGC Class C common stock will have ten votes for each share of UGC Class B common stock and for each share of UGC Class C common stock that UGC's records show they owned as of 5:00 p.m., New York City time, on the record date for the UGC special meeting.</p>
Recommendation of the Board of Directors	<p>LMI's board of directors has unanimously approved the merger agreement and the LMI merger and determined that the merger agreement and the LMI merger are advisable, fair to and in the best interests of LMI and its stockholders. Accordingly, LMI's board of directors recommends that LMI stockholders vote FOR the merger proposal.</p>	<p>UGC's board of directors, based upon the recommendation of the Special Committee, has unanimously approved the merger agreement and the UGC merger and determined that the merger agreement and the UGC merger are advisable, fair to and in the best interests of UGC and its stockholders. Accordingly, UGC's board of directors recommends that UGC stockholders vote FOR the merger proposal.</p>
Votes Required	<p>Approval of the merger proposal requires the affirmative vote of the holders of a majority of the aggregate voting power of the LMI Series A common stock and LMI Series B common stock outstanding as of the record date for the LMI special meeting, voting together as a single class.</p> <p>Pursuant to a voting agreement entered into between John C. Malone, the Chairman of the</p>	<p>Approval of the merger proposal requires a vote of the holders of UGC common stock, with all classes voting together as a single class, that satisfies two criteria:</p> <p><u>statutory approval</u>: the affirmative vote of the holders of at least a majority of the aggregate voting power of the shares of UGC Class A common stock, UGC Class B common stock and UGC Class C common stock</p>

Board, Chief Executive Officer and President of LMI, and UGC, Mr. Malone has agreed to vote the shares of LMI Series A common stock and LMI Series B common stock owned by him or which he has the right to vote (currently representing approximately 26.5% of the aggregate voting power of LMI) minority approval: the affirmative vote of the holders of a majority of the aggregate voting power of the outstanding shares of UGC common stock entitled to vote at the UGC special meeting, excluding the shares beneficially owned by LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC.

FOR the approval of the merger proposal. See The Transaction Agreements Voting Agreement. The directors and executive officers of LMI (other than Mr. Malone), who together beneficially own shares of LMI

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LMI

common stock representing approximately 3.3% of LMI's aggregate voting power, have indicated to LMI that they intend to vote **FOR** the merger proposal at the LMI special meeting.

UGC

LMI, which currently beneficially owns shares of UGC common stock representing approximately 91% of the aggregate voting power of UGC, has agreed to vote, and to cause its subsidiaries to vote, such shares in favor of the approval of the merger proposal. See The Transaction Agreements Merger Agreement. Accordingly, the statutory approval is assured.

The directors and executive officers of UGC, who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote **FOR** the merger proposal at the UGC special meeting.

The directors and executive officers of LMI (including Mr. Malone), who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote **FOR** the merger proposal at the UGC special meeting.

The votes of LMI and its wholly owned subsidiaries, the votes of UGC's directors and executive officers and the votes of LMI's directors and executive officers will not be counted toward the minority approval.

Shares Outstanding

As of the record date for the LMI special meeting, there were [___] shares of LMI Series A common stock and 7,264,300 shares of

As of the record date for the UGC special meeting, there were [___] shares of UGC Class A common stock, 10,493,461 shares of UGC

LMI Series B common stock outstanding and entitled to vote on the merger proposal at the LMI special meeting. See Executive Officers, Directors and Principal Stockholders of LMI.	Class B common stock and 379,603,223 shares of UGC Class C common stock outstanding and entitled to vote on the merger proposal at the UGC special meeting. See Executive Officers, Directors and Principal Stockholders of UGC.
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Numbers of Holders

As of the record date for the LMI special meeting, there were approximately [___] and [___] record holders of LMI Series A and Series B common stock, respectively (which amounts do not include the number of stockholders whose shares are held of record by banks, brokers or other nominees, but include each such institution as one holder).	As of the record date for the UGC special meeting, there were approximately [___], [___] and [___] record holders of UGC Class A, Class B and Class C common stock, respectively (which amounts do not include the number of stockholders whose shares are held of record by banks, brokers or other nominees, but include each such institution as one holder).
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	LMI	UGC
Voting Procedures	<p>Holders of LMI common stock and UGC common stock, as the case may be, as of the record date for the applicable special meeting may vote in person thereat. Alternatively, they may give a proxy by completing, signing, dating and returning the proxy card that has been included with the mailing of this joint proxy statement/prospectus, or by voting by telephone or over the Internet. Unless subsequently revoked, shares of LMI common stock or UGC common stock, as the case may be, represented by a proxy submitted as described below and received at or before the applicable special meeting will be voted in accordance with the instructions on the proxy.</p> <p>YOUR VOTE IS IMPORTANT. It is recommended that you vote by proxy even if you plan to attend the special meeting. You may change your vote at the special meeting. To submit a written proxy by mail, you should complete, sign, date and mail the proxy in accordance with its instructions. If a proxy is signed and returned without indicating any voting instructions, the shares of LMI common stock or UGC common stock represented by the proxy will be voted FOR the approval of the merger proposal. You may also submit a proxy by telephone or over the Internet by following the instructions set forth on the proxy. Failure to submit a proxy or vote in person at the special meeting will have the same effect as a vote AGAINST the approval of the merger proposal.</p> <p>If any other matters are properly presented before the special meeting, the persons you choose as proxies will have discretion to vote or to act on these matters according to their best judgment, unless you indicate otherwise on your proxy.</p>	
Revoking a Proxy	<p>Before your proxy is voted, you may change your vote by telephone or over the Internet (if you originally voted by telephone or over the Internet), by voting in person at the LMI special meeting or by delivering a signed proxy revocation or a new signed proxy with a later date to Liberty Media International, Inc., c/o EquiServe Trust Company, N.A., P.O. Box [____], Edison, New Jersey 08818-[____]. Any signed proxy revocation or new signed proxy must be received before the start of the LMI special meeting.</p> <p>Your attendance at the LMI special meeting will not, by itself, revoke your proxy.</p> <p>If your shares are held in an account by a broker, bank or other nominee, you should contact your broker, bank or</p>	<p>Before your proxy is voted, you may change your vote by telephone or over the Internet (if you originally voted by telephone or over the Internet), by voting in person at the UGC special meeting or by delivering a signed proxy revocation or a new signed proxy with a later date to UnitedGlobalCom, Inc., c/o Mellon Investor Services LLC, Proxy Processing, P.O. Box [____], South Hackensack, New Jersey 07606-[____]. Any signed proxy revocation or new signed proxy must be received before the start of the UGC special meeting.</p> <p>Your attendance at the UGC special meeting will not, by itself, revoke your proxy.</p> <p>If your shares are held in an account by a broker, bank or other nominee, you should contact your broker, bank or other nominee to</p>

other nominee to change your vote.
change your vote.
vote.

Solicitation of Proxies

The accompanying proxy for the LMI special meeting is being solicited on behalf of LMI's board of directors. In addition to this mailing, LMI's employees may solicit proxies personally, electronically or by telephone. LMI pays the cost of soliciting these proxies. LMI also reimburses brokers and other nominees for their

The accompanying proxy for the UGC special meeting is being solicited on behalf of UGC's board of directors. In addition to this mailing, UGC's employees may solicit proxies personally, electronically or by telephone. UGC pays the cost of soliciting these proxies. UGC also reimburses brokers and other nominees for their

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LMI	UGC
expenses in sending these materials to you and getting your voting instructions.	expenses in sending these materials to you and getting your voting instructions.
In addition to this mailing, LMI has hired D.F. King & Co. to solicit proxies on LMI's behalf. D.F. King & Co. will receive \$7,000 as compensation for such services, plus expenses.	In addition to this mailing, UGC has hired D.F. King & Co. to solicit proxies on UGC's behalf. D.F. King & Co. will receive approximately \$11,500 as compensation for such services, plus expenses.

Shares Held in *General*
Street
Name

If you hold your 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 or when granting or revoking a proxy. Absent specific instructions from you, your broker is not permitted to vote your shares on the merger proposal.

Effect of Broker Non-Votes and Abstentions

Broker non-votes will be counted as present and represented at the applicable special meeting but will not be voted on the merger proposal or any other matter submitted to stockholders. As a result, a broker non-vote will have the same effect as a vote **AGAINST** the merger proposal. Similarly, if you indicate that you are abstaining from voting, your proxy will have the same effect as a vote **AGAINST** the merger proposal.

Auditors	KPMG LLP serves as LMI's independent auditors. Representatives of KPMG plan to attend the LMI special meeting and will be available to answer questions. A representative of KPMG is expected to attend the meeting with the opportunity to make a statement and/or respond to appropriate questions from shareholders at the meeting.	KPMG LLP serves as UGC's independent auditors. Representatives of KPMG plan to attend the UGC special meeting and will be available to answer questions. A representative of KPMG is expected to attend the meeting with the opportunity to make a statement and/or respond to appropriate questions from shareholders at the meeting.
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SPECIAL FACTORS

Background of the Mergers

LMI was formerly a wholly owned subsidiary of Liberty. On June 7, 2004, Liberty distributed to its stockholders, on a pro rata basis, all of the issued and outstanding shares of LMI common stock, and LMI became an independent, publicly-traded company. From time to time following the spin off, LMI's board of directors and management reviewed the assets held by LMI to determine the available alternatives for enhancing the value of the company.

Among the alternatives discussed following the spin off was a potential combination of LMI with its subsidiary UGC, in which LMI owns capital stock representing 53.6% of the equity and 91% of the outstanding voting power. On November 12, 2004, John C. Malone, Chairman of the Board, Chief Executive Officer and President of LMI, stated in response to questions posed during a conference call with LMI investors that LMI would eventually like to combine with UGC, but not at the then-current market prices, which he believed undervalued LMI. During the period from June 2004 through early December 2004, LMI did not have any contact with UGC regarding a potential combination.

At a meeting of the LMI board of directors on December 10, 2004, Mr. Malone sought authorization from the board to contact and initiate discussions with UGC concerning a possible combination of LMI and UGC in a stock-for-stock transaction. Mr. Malone discussed with the board his view that a combination of the two companies should be approached as a merger of equals, with the board of directors and senior management team of the combined company being drawn from members of the boards and senior management teams of both companies. After discussion of the exchange ratio implied by the relative trading prices and sum-of-the parts values of the two companies, the board concluded that any valuation discussions with UGC should be on a market-to-market or fair value-to-fair value basis, with no premium to either company's stockholders. The LMI board authorized Mr. Malone to contact and initiate discussions with UGC on the basis discussed at that meeting.

On the evening of December 10, 2004, as a prelude to discussions with UGC, LMI delivered a letter to UGC stating that it wished to initiate discussions concerning a possible transaction involving the shares of UGC that LMI did not already own, and seeking a mutual confidentiality agreement in anticipation of such talks. This letter did not include any terms of a proposed transaction.

At a telephonic meeting of the UGC board of directors held on December 13, 2004, the board appointed three outside directors, John P. Cole, Jr., John W. Dick and Paul A. Gould, to serve as a Special Committee; to advise the UGC board with respect to the fairness of any transactions proposed by LMI; if deemed appropriate by the Special Committee, to negotiate the terms and conditions of a transaction with representatives of LMI; following such negotiations, to make a recommendation to the UGC board as to whether such proposal should be accepted or rejected by the UGC board; and to retain, at UGC's expense, such attorneys, investment bankers, accountants, actuaries or other advisors as the Special Committee might deem appropriate in order to advise and assist it. Messrs. Cole, Dick and Gould were selected to serve on the Special Committee because they were independent under the rules of the Nasdaq Stock Market and have no relationship with LMI or any of its affiliates that the Special Committee viewed as undermining the independence of the Special Committee, as further described under Recommendations of the Special Committee and the UGC Board; Fairness of the Offer and the UGC Merger.

Subsequently, by unanimous written consent effective as of December 22, 2004, the UGC board approved payment to each member of the Special Committee of a fee of \$95,000 for serving on the Special Committee and provided the Special Committee with certain additional powers in connection with the performance of its duties, including full access to UGC's records and personnel and the authority to execute and deliver any documents or agreements it deemed appropriate in connection with its duties.

After conducting interviews and follow-up conversations with three law firms, on December 14, 2004, the Special Committee retained Debevoise & Plimpton LLP to act as its legal advisor. Among the reasons for this selection were Debevoise's strong reputation, its experience in mergers and acquisitions transactions, its experience

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in representing other special committees, the seniority and experience of the attorneys who would be working on the transaction and the absence of any material prior relationship with LMI, UGC or any of their affiliates.

On December 15, 2004, the Special Committee, together with representatives of Debevoise, conducted preliminary interviews with representatives of two internationally recognized investment banking firms: Morgan Stanley & Co. Incorporated and another firm. Mr. Gould and Debevoise participated in these meetings in person, and Messrs. Cole and Dick joined by telephone. Each firm was asked to provide additional information to assist the Special Committee in its decision.

Also on December 15, 2004, the members of the Special Committee, together with their legal advisors, spoke by telephone with Mr. Malone. Mr. Malone noted that LMI was not making a formal offer and said that he would be interested in discussing with the Special Committee a stock-for-stock transaction based upon relative fair values in which LMI and UGC and their respective boards of directors and management teams would be combined. He indicated that in his view the recent market prices of LMI's and UGC's stocks reflected a fair relative valuation of the two companies. Mr. Malone asked the Special Committee whether they would be interested in discussing a transaction within that framework. In response to questions from the Special Committee, Mr. Malone expressed his views as to the benefits to be derived from a combination of LMI and UGC. The Special Committee also asked Mr. Malone whether LMI would be willing to sell its interest in UGC in a transaction for the entire company. Mr. Malone responded that LMI would not be willing to consider such a transaction and had no current intention of selling its interest in UGC to a third party.

On December 20, 2004, the Special Committee, together with representatives of Debevoise, conducted further interviews with representatives of Morgan Stanley and another investment banking firm. Mr. Gould and Debevoise participated in these meetings in person, and Messrs. Cole and Dick joined by telephone. The Special Committee and its legal advisor raised questions designed to ascertain any prior relationships of each firm with Liberty, LMI and UGC.

On December 21, 2004, the Special Committee had two separate telephone meetings during which the Special Committee extensively discussed the qualifications and fee expectations of the investment banking firms being considered for the position of financial advisor to the Special Committee. At the instruction of the Special Committee, Mr. Gould subsequently requested that each firm reduce its initial fee proposal.

On December 22, 2004, the Special Committee had a further telephonic meeting to discuss the selection of a financial advisor. The Special Committee reviewed the revised fee proposals made by Morgan Stanley and another investment banking firm in response to the committee's request. After discussion, the Special Committee agreed to choose Morgan Stanley provided it was able to meet the Special Committee's fee expectations. Morgan Stanley met those expectations and was retained on December 22, 2004, to act as the Special Committee's financial advisor. Among the reasons for selecting Morgan Stanley were Morgan Stanley's strong reputation, experience in transactions of this kind and knowledge of UGC, its business and the industries in which UGC and LMI operate.

On December 23, 2004, the Special Committee held a telephonic meeting with its legal and financial advisors. Participants discussed the Special Committee's December 15, 2004 conversation with Mr. Malone regarding a possible transaction. Participants also discussed the methodologies that Morgan Stanley anticipated using in advising the Special Committee, strategic issues and next steps with respect to Morgan Stanley's commencing its financial analysis, including due diligence plans. At this meeting, Debevoise also reviewed with the members of the Special Committee the Delaware law applicable to the potential transaction and their duties thereunder.

On December 28, 2004, the Special Committee held a telephonic meeting with its legal and financial advisors to discuss the status of Morgan Stanley's financial due diligence. The Special Committee agreed to arrange a call with

Mr. Malone on December 31, 2004.

On December 29, 2004, representatives of Debevoise contacted Elizabeth Markowski, the general counsel of LMI, and Ellen Spangler, the general counsel of UGC, regarding legal due diligence matters.

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On December 30, 2004, the Special Committee held a telephonic meeting with its legal advisors. The Special Committee discussed legal and strategic issues relating to a potential transaction.

On December 31, 2004, the Special Committee held a telephonic meeting with its legal and financial advisors. Morgan Stanley described the status of its financial due diligence and discussed its preliminary views as to the potential values of LMI and UGC and implied exchange ratios. The Special Committee discussed with Morgan Stanley the approach that Morgan Stanley took in formulating its preliminary views.

Later on December 31, 2004, the Special Committee and its legal and financial advisors spoke by telephone with Mr. Malone, Ms. Markowski and two other executives of LMI. On this call Mr. Malone expressed his views as to the prospects of the LMI and UGC businesses, benefits to be obtained by combining LMI and UGC, and why such a combination should be on a market-to-market or fair value-to-fair value basis. Mr. Malone insisted that LMI would not pay a premium for the UGC minority stake, as LMI already controlled UGC and UGC's stockholders would share in all of the benefits of the combined company. He said that any discussion should focus on the parties' respective views as to the relative values of the two companies. He further observed that when he had first approached UGC about discussing a possible combination, the relative market prices of the stocks of the two companies implied an exchange ratio between 0.1923 and 0.1961 shares of LMI Series A common stock for each share of UGC Class A common stock. Since that time, he noted, whether due to speculation regarding LMI's intentions towards its largest investment or currency exchange rate changes, UGC's stock price had moved and had already built in a premium. Following the call with Mr. Malone, the Special Committee reconvened by telephone with its legal and financial advisors to discuss its next steps. The Special Committee then continued the discussion with its legal advisors only.

On January 3, 2005, the Special Committee held a telephonic meeting with its legal and financial advisors. Morgan Stanley provided an update as to its preliminary views regarding the potential values of LMI and UGC, and discussed with the Special Committee potential combination benefits that might result from the proposed transaction and approaches to sharing those benefits, the implied exchange ratios and potential premiums with respect to various benchmark dates. The Special Committee discussed Morgan Stanley's views with them, inquired as to the status of Morgan Stanley's financial due diligence, and requested that Morgan Stanley obtain additional information. Debevoise made a presentation regarding potential strategic options for the consummation of a potential transaction. Subsequently, the Special Committee continued its discussions in executive session.

On January 4, 2005, the Special Committee held a telephonic meeting with its legal advisors. The Special Committee reviewed the merits of a public versus a private negotiating process and instructed Debevoise to discuss the matter with Ms. Markowski. Subsequently, the Special Committee met in executive session and had a conference call with Michael T. Fries, the Chief Executive Officer and President of UGC, to review various matters relating to the UGC business and the discussions with LMI. Morgan Stanley spoke separately with Mr. Fries by telephone to discuss similar matters.

On January 5, 2005, representatives of Debevoise called Ms. Markowski to discuss the possibility of pursuing a public process. Ms. Markowski stated that to date LMI had simply asked if the Special Committee would be interested in pursuing discussions on the basis outlined by Mr. Malone in earlier conversations, and that to her knowledge the Special Committee had yet to respond. She also noted that the parties had yet to exchange views on relative values. Ms. Markowski advised Debevoise that in the absence of an agreement in principle on the essential terms of a transaction, she did not believe LMI would be willing to make a formal offer and engage in a public negotiating process.

Later on January 5, 2005, the Special Committee met telephonically with its legal and financial advisors. Morgan Stanley reported on its recent conversation with Mr. Fries. Debevoise reported on its conversation with Ms. Markowski. The Special Committee agreed to convene in person in New York on January 10, 2005. The Special

Committee further agreed to dispatch its financial advisors to meet with Mr. Malone in person on the morning of January 10, 2005 to discuss the details of a possible transaction with LMI and the preliminary valuations of the two companies by Morgan Stanley. On the evening of January 5, 2005, Morgan Stanley spoke by telephone with Mr. Fries at the instruction of the Special Committee to follow up on certain financial due diligence matters.

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On January 7, 2005, the Special Committee met telephonically with its legal and financial advisors. Morgan Stanley provided the Special Committee with an overview of the points that it anticipated discussing with Mr. Malone and responded to the Special Committee's questions and comments.

On the morning of January 10, 2005, representatives of Morgan Stanley met in person with Mr. Malone and Ms. Markowski. Morgan Stanley provided preliminary views as to valuations of LMI and UGC and discussed those values and the implied exchange ratios with Mr. Malone. Morgan Stanley also explored with Mr. Malone LMI's willingness to consider a cash alternative or the addition of another component to the stock consideration to provide additional value to the UGC public stockholders.

On the afternoon of January 10, 2005, the Special Committee met in person in New York with its legal advisors to discuss the duties of the members of the Special Committee under Delaware law and legal and strategic issues, including whether the Special Committee should insist upon a requirement that a majority of the UGC stockholders unaffiliated with LMI approve any transaction, also known as a majority of the minority condition.

Representatives of Morgan Stanley subsequently joined the meeting and briefed the members of the Special Committee on the results of their conversations earlier in the day with the LMI representatives. Morgan Stanley informed the Special Committee that Mr. Malone had repeated his interest in a stock-for-stock transaction at an exchange ratio reflecting a price at or about market, which at that time implied an exchange ratio of 0.20 LMI shares for each share of UGC. Morgan Stanley reported that Mr. Malone had exhibited some very limited flexibility within that range, including a willingness to consider offering UGC stockholders a cash option for up to 20% of the aggregate value of the merger consideration, the possibility of providing a small amount of additional merger consideration in the form of structured securities and an interest in having the combined company pursue a stock buy-back strategy after the consummation of a transaction. After discussion, the members of the Special Committee agreed that while Mr. Malone's position was not acceptable, it provided the basis for further discussion.

Later on the evening of January 10, 2005, the Special Committee, Mr. Malone, Ms. Markowski, the respective legal advisors of LMI and the Special Committee, Morgan Stanley and LMI's financial advisor, Banc of America Securities, met to discuss further a possible transaction. Mr. Malone emphasized that he had not made an offer for UGC and that he would not engage in a public negotiating process. He expressed concern that recent increases in the UGC stock price raised doubts as to whether the UGC and LMI stock prices continued to reflect the relative fair values of the two companies, and again stated that LMI was unwilling to pay a premium for the UGC stock at its then-market price. He also repeated the statements made earlier that day to Morgan Stanley. Representatives of the Special Committee noted their strong interest in having a majority of the minority condition as an element of any transaction. Mr. Malone stated that LMI was not interested in pursuing a transaction with such a condition. At the request of the Special Committee, Mr. Malone stated his personal willingness as a significant stockholder of LMI to enter into a voting agreement to support the approval of a potential transaction by the LMI stockholders.

Subsequently, the Special Committee met with its legal and financial advisors to discuss its response to LMI.

On the morning of January 11, 2005, representatives of Morgan Stanley and Banc of America Securities met to discuss their respective preliminary views as to the valuations of UGC and LMI, as well as possible structured securities that might serve as additional merger consideration.

On the afternoon of January 11, 2005, Messrs. Dick and Gould met with the Special Committee's legal and financial advisors. Mr. Cole was not present. Morgan Stanley updated the members of the Special Committee on its discussions with Banc of America Securities. After discussion with its advisors, the Special Committee members concluded that the structured securities described by Mr. Malone and Banc of America Securities did not represent a fully developed proposal and that these securities were unlikely to provide significant value to UGC stockholders.

Later that afternoon, Messrs. Dick and Gould met with Mr. Malone, Ms. Markowski, and the respective legal and financial advisors of the Special Committee and LMI. The initial positions of the two sides were as follows: The Special Committee members and their representatives stated (based upon the prior evening's Special Committee discussions) that an exchange ratio of 0.23 LMI shares for each share of UGC would be acceptable. Mr.

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Malone and his representatives stated that an exchange ratio of 0.20 continued to reflect LMI's sense of an at-market transaction. The Special Committee noted that a majority of the minority condition was of key importance and that it would be interested in obtaining a standstill agreement with Mr. Malone and his affiliates with respect to acquisitions of LMI stock after the consummation of any transaction. Mr. Malone stated that a majority of the minority condition remained unacceptable to LMI and refused to sign a standstill agreement. After extensive further discussion and negotiation, Mr. Malone agreed that LMI would consider a majority of the minority condition if UGC agreed to include in any merger agreement certain termination rights for LMI to avoid a prolonged process. Messrs. Dick and Gould continued negotiations with Mr. Malone without the presence of advisors. At the conclusion of this discussion, each side summarized their last proposals. Mr. Malone had proposed that, subject to the approval of the LMI board, he would consider an exchange ratio of 0.213, reflecting an at-market transaction based upon that day's closing stock prices, with a 20% cash election option at \$9.50 per share of UGC, representing a premium over that day's UGC closing stock price of \$9.26 per share, and the majority of the minority condition if the merger agreement included certain termination rights for LMI. In response, Messrs. Dick and Gould proposed, subject to confirmation by the entire Special Committee, that they would consider an exchange ratio of 0.22 LMI shares for each share of UGC, a 20% cash election option at \$9.75 per share and that the Special Committee would drop its request that Mr. Malone sign a standstill agreement.

On the morning of January 12, 2005, the Special Committee met telephonically with its legal and financial advisors to update Mr. Cole on the prior day's negotiations and to discuss the Special Committee's response to LMI's proposed financial terms for a transaction.

Also on the morning of January 12, 2005, the board of directors of LMI met to discuss the terms of the potential transaction. Mr. Malone discussed with the LMI board the negotiations with the Special Committee over the prior two days. Noting that the closing prices of the two companies' stocks the prior day implied an exchange ratio of 0.213, Mr. Malone advised the board that he would be willing to support a transaction at that exchange ratio and compromise with a marginally higher exchange ratio. Mr. Malone then requested authority from the LMI board to propose an exchange ratio of 0.215 and a cash election alternative of \$9.55 per share. After discussing the concerns of the board with respect to the time to complete the transaction in light of the uncertainty created by the majority of the minority condition and the termination rights Mr. Malone was negotiating for, the LMI board authorized Mr. Malone to propose the foregoing exchange ratio and cash alternative election.

On the afternoon of January 12, 2005, the Special Committee reconvened by telephone with its legal and financial advisors and received reports on conversations with representatives of LMI, who had contacted Debevoise and Morgan Stanley to request a conference call with the Special Committee to continue negotiations.

Thereafter, the Special Committee and its legal and financial advisors met telephonically with Mr. Malone and Ms. Markowski. Mr. Malone informed the Special Committee that, after consultation with the LMI board, LMI's best and final proposal was an exchange ratio of 0.215 LMI shares for each share of UGC with a 20% cash election option at \$9.55 per share. Mr. Malone insisted that the price negotiations be concluded prior to market close in order to protect LMI against further movements in the stock price, which he believed continued to reflect speculation about a possible transaction, and stated that LMI would withdraw from negotiations if there was no agreement in principle on the exchange ratio before market close.

The Special Committee, after separate discussion with its legal and financial advisors, informed the LMI representatives that it would be prepared to recommend the transaction at an exchange ratio of 0.216 LMI shares for each share of UGC with a 20% cash election option at \$9.60 per share. Mr. Malone responded that, subject to receiving approval from the LMI board and only if this proposal was sufficient to obtain agreement, he was prepared to accept an exchange ratio of 0.2155 LMI shares for each share of UGC with a 20% cash election option at \$9.58 per share. The Special Committee and the LMI representatives agreed that they would instruct their respective legal

advisors to proceed to negotiate definitive documentation on that basis, with final agreement subject to the successful completion of such documentation, board approval and the receipt by each of LMI and the Special Committee from their respective financial advisors of an opinion as to the fairness, from a financial point of view, of the proposed merger consideration.

On the morning of January 13, 2005, Baker Botts L.L.P., counsel to LMI, delivered to Debevoise an initial draft of a proposed merger agreement. On the morning of January 14, 2005, Debevoise delivered to Baker Botts an

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initial draft of a proposed voting agreement and provided initial comments to the draft merger agreement. Also on January 14, 2005, the Special Committee met telephonically with its legal advisors to discuss the provisions of the proposed merger agreement.

From January 14 through January 17, 2005, the terms of the merger agreement and the voting agreement were negotiated, including the scope of the representations and warranties that would be provided by each of the parties and the scope of the termination right required by LMI in exchange for agreeing to provide UGC with a majority of the minority voting condition.

On January 17, 2005, the Special Committee met in person in New York with its legal and financial advisors. At this meeting, Morgan Stanley delivered its financial analysis in connection with the proposed transaction and its opinion that, as of the date of the opinion and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the merger consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders. See Recommendations of the Special Committee and the UGC Board; Fairness of the Offer and the UGC Merger . The Special Committee then unanimously determined that the merger agreement and the UGC merger are fair to and in the best interests of the holders of UGC capital stock (other than shares held by LMI and its affiliates), approved the UGC merger and the merger agreement, the voting agreement and the transactions contemplated thereby and resolved to recommend that the UGC board of directors approve the UGC merger and the merger agreement, the voting agreement and the transactions contemplated thereby, and that the stockholders of UGC approve the UGC merger, the merger agreement and the transactions contemplated thereby.

Following the meeting of the Special Committee, the UGC board of directors met. The Special Committee reported its recommendation that the UGC board approve and declare advisable the UGC merger, the merger agreement, the voting agreement and the transactions contemplated thereby, and its recommendation that the stockholders of UGC approve the UGC merger, the merger agreement and the transactions contemplated thereby. Morgan Stanley discussed with the UGC board the opinion that it delivered to the Special Committee, as described under Opinion of the Financial Advisor to Special Committee. The UGC board then unanimously determined that the UGC merger, the merger agreement and the other transactions contemplated thereby are advisable, fair to and in the best interests of, UGC and its stockholders, approved the entry into the merger agreement and the other documents contemplated thereby, and resolved to recommend that the holders of UGC capital stock approve the UGC merger and approve and adopt the merger agreement.

On January 17, 2005, the LMI board of directors met to consider the business combination with UGC. At this meeting, Mr. Malone recounted for the LMI board the history of the negotiations with the Special Committee. He noted that the relative trading prices of LMI's and UGC's stock implied a ratio of 0.194 to 1 over a period of two to three weeks prior to his initiation of discussions, but that the market price of UGC's stock had climbed during the negotiations increasing the implied exchange ratio. Banc of America Securities then delivered its financial analysis in connection with the proposed transaction and its oral opinion, which was subsequently confirmed in writing, that, as of January 17, 2005 and based upon and subject to the factors, limitations and assumptions set forth in the opinion, the consideration to be received by the holders of LMI's common stock, other than affiliates of LMI, pursuant to the merger agreement is fair from a financial point of view to the holders of LMI's common stock, other than any affiliate of LMI. Ms. Markowski reviewed the terms of the merger agreement and the voting agreement to be signed by Mr. Malone, the negotiation of each of which had been completed in all material respects. The LMI board then unanimously determined that the LMI merger, the merger agreement and the other transactions contemplated thereby are advisable, fair to and in the best interests of, LMI and its stockholders, approved the entry into the merger agreement, and resolved to recommend that the holders of LMI common stock approve the LMI merger and approve and adopt the merger agreement.

On the evening of January 17, 2005, the parties finalized the merger agreement, including the disclosure schedules to the merger agreement, and, early on the morning of January 18, 2005, executed the merger agreement and the voting agreement. Also on January 18, 2005, LMI and UGC issued a joint press release announcing the merger agreement and the proposed mergers.

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Recommendations of the Special Committee and the UGC Board; Fairness of the Offer and the UGC Merger

The Special Committee

The UGC board of directors created the Special Committee to negotiate exclusively on UGC's behalf any transaction with LMI, because certain of the other directors of UGC have a conflict of interest in evaluating LMI's proposal on behalf of the stockholders of UGC (other than LMI and its affiliates). This conflict of interest exists because these directors also serve as LMI's officers or directors. In addition, the members of the management of UGC who serve on the UGC board could be viewed as having a conflict of interest because of LMI's position as the controlling stockholder of UGC. Therefore, the Special Committee is comprised of three members of the UGC board who are independent under the rules of the Nasdaq Stock Market and who have no relationship with LMI or any of its affiliates that the Special Committee viewed as undermining the independence of the Special Committee. The Special Committee considered that each member of the committee currently serves as a director of UGC, and that, assuming the consummation of the proposed transaction, each member of the committee expects to serve as a director of Liberty Global. The Special Committee also recognized the following, as to Paul A. Gould: (1) that Mr. Gould currently serves as a director of Liberty, that Mr. Gould served as a director of Liberty's predecessor (Old Liberty) prior to its 1994 business combination transaction with Tele-Communications, Inc. (TCI), each a company in which Mr. Malone was Chairman of the Board and a significant stockholder, and that Mr. Gould served as a member of the special committee of Old Liberty's board formed to evaluate the transaction with TCI and the consideration to be received by the public stockholders of Old Liberty in that transaction; (2) that subsequent to the 1994 business combination transaction between TCI and Old Liberty, Mr. Gould served as a member of the board of directors of TCI and several companies in which TCI or Liberty had a substantial investment or controlling interest; (3) that, in connection with the 1999 merger between TCI and AT&T Corp., Mr. Gould and another TCI director each received a fee of \$1 million for their services on a special committee of the TCI board formed to evaluate the merger transaction with AT&T and the consideration to be received by the public stockholders of TCI in the TCI-AT&T merger; and (4) that Mr. Gould joined the UGC board in conjunction with Liberty's acquisition of control of UGC in January 2004. The Special Committee determined that these factors would not undermine the independence of the Special Committee.

The members of the Special Committee are:

John P. Cole, Jr. Mr. Cole has served as a director of UGC and its predecessors since March 1998. Mr. Cole served as a member of the United Pan-Europe Communications N.V., or UPC, Supervisory Board from February 1999 to September 2003. Mr. Cole is a founder of the Washington, D.C. law firm of Cole, Raywid and Braveman, which specializes in all aspects of telecommunications and media law.

John W. Dick. Mr. Dick has served as a director of UGC since March 2003. He served as a member of the UPC Supervisory Board from May 2001 to September 2003, and a director of UGC Europe, Inc. from September 2003 to January 2004. He is the non-executive Chairman and a director of Hooper Industries Group, a privately held U.K. group consisting of: Hooper and Co (Coachbuilders) Ltd. (building special/bodied Rolls Royce and Bentley motorcars) and Hooper Industries (China) (providing industrial products and components to Europe and the U.S.). Until 2002, Hooper Industries Group also held Metrocab UK (manufacturing London taxicabs) and Moscab (a joint venture with the Moscow city government, producing left-hand drive Metrocabs for Russia). Mr. Dick has held his positions with Hooper Industries Group since 1984. Mr. Dick is also a director of Austar United Communications Limited, a public company in which UGC has an approximate 34% interest.

Paul A. Gould. Mr. Gould has served as a director of UGC since January 2004. Mr. Gould has served as Managing Director and Executive Vice President of Allen & Company L.L.C., an investment banking services company, for more than the last five years. Mr. Gould is also a director of Liberty and Ampco-Pittsburgh Corporation.

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Recommendation of the Special Committee and the UGC Board

On January 17, 2005, the Special Committee unanimously:

determined that the merger agreement and the UGC merger, on the terms and conditions set forth in the merger agreement, are fair to and in the best interests of the UGC stockholders (other than LMI and its affiliates); and

determined to approve, and to recommend that the UGC board of directors approve, the UGC merger, the merger agreement, the voting agreement and the transactions contemplated thereby, and that the UGC board recommend that the stockholders of UGC approve the UGC merger, the merger agreement and the transactions contemplated thereby.

Following the meeting of the Special Committee and based upon the recommendation of the Special Committee, the UGC board unanimously:

determined that the merger agreement, the UGC merger and the other transactions contemplated by the merger agreement are advisable, fair to and in the best interests of, UGC and its stockholders;

authorized UGC to enter into the merger agreement and the voting agreement;

resolved to recommend that UGC stockholders approve the UGC merger and approve and adopt the merger agreement; and

resolved to call a special meeting of the UGC stockholders for the purpose of submitting the merger agreement and the transactions set forth therein to the UGC stockholders.

Reasons for the Recommendation of the Special Committee and the UGC Board

The material factors considered by the Special Committee in making its recommendation and determining that the merger agreement and the UGC merger are fair to and in the best interests of the UGC stockholders (other than LMI and its affiliates) are:

Supportive Factors

Negotiation Process and Procedural Fairness. The terms of the UGC merger, the merger agreement, the voting agreement and the transactions contemplated thereby were the result of extensive arms -length negotiations conducted by the Special Committee, which is comprised of independent directors, with the assistance of independent financial and legal advisors. The Special Committee recognized that it had obtained increases in the exchange ratio and cash amount offered by LMI, and concluded that an exchange ratio of 0.2155 Liberty Global shares for each share of UGC or a cash amount of \$9.58 per UGC share at the election of the unaffiliated stockholders of UGC (up to an overall cap of 20% of the aggregate value of the merger consideration payable to such stockholders being paid in cash) were the most favorable financial terms that could be obtained from LMI and that further negotiation could have caused LMI to abandon the transaction.

Independent Financial Advisor. The Special Committee considered the presentation by its independent financial advisor, Morgan Stanley, and Morgan Stanley's opinion that, as of the date of the opinion and based upon and subject to the assumptions, qualifications and limitations set forth in Morgan Stanley's opinion, the merger consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders.

The Special Committee noted that Morgan Stanley had been selected as its financial advisor after a competitive process, based upon the firm's strong reputation, experience in transactions of this kind and knowledge of UGC, its business and the industries in which UGC and LMI operate.

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In evaluating the presentation and opinion of Morgan Stanley, the Special Committee considered that Morgan Stanley's compensation arrangements had been structured and negotiated to enhance the firm's ability to provide objective advice to the Special Committee for the benefit of the UGC stockholders (other than LMI and its affiliates). Morgan Stanley was entitled to receive an initial fee of \$1.0 million at the time the engagement letter was executed. Morgan Stanley became entitled to receive an additional fee of \$4.5 million at the time the Special Committee requested, and Morgan Stanley delivered, an opinion as to the fairness, from a financial point of view, of the merger consideration to be received by the unaffiliated stockholders of UGC. Morgan Stanley would have received the same fee had its opinion been as to the inadequacy of the merger consideration from a financial point of view. Morgan Stanley will not receive any additional compensation upon the successful completion of the UGC merger. The Special Committee believed that this fee arrangement helped advance the interests of the UGC stockholders (other than LMI and its affiliates) by ensuring that the Special Committee received the unbiased advice of its financial advisor.

Holders of Majority of Public Shares Determine Whether Transaction is Completed. The provisions of the merger agreement permit the holders of a majority of UGC's publicly held shares (excluding shares held by LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC) to determine whether to approve the UGC merger. The Special Committee believed that this decision, which it expected would be taken in light of, among other things, the detailed information provided to UGC stockholders in this joint proxy statement/prospectus regarding the transaction and the factors considered by the Special Committee and the UGC board of directors in making their respective recommendations would allow the UGC stockholders to make their own informed judgment as to whether the proposed transactions are in their best interests.

Premium Analysis. Based upon a presentation made by Morgan Stanley, the Special Committee noted that the equity and cash merger consideration represented a premium to the UGC stockholders (other than LMI and its affiliates) in relation to various benchmarks, including an exchange ratio premium of 11.6% relative to the stock prices of UGC and LMI as of market close on Friday, December 10, 2004, the day on which LMI delivered a letter to UGC indicating that LMI wished to initiate discussions between the parties. The Special Committee took note of Morgan Stanley's observation that, in transactions involving stock consideration, premiums paid by the acquirer are generally smaller than in all-cash transactions in recognition of the target stockholders' continuing opportunity to benefit from the performance of the combined company and to realize the benefits of the combination. In reviewing the premium that the equity and cash merger consideration represented to the UGC stockholders (other than LMI and its affiliates) in relation to various benchmarks, the Special Committee also considered the fact, pointed out by Morgan Stanley to the Special Committee, that LMI's significant ownership interest in UGC meant that relatively significant increases in the implied value of UGC would likely be necessary in order to have a material impact on the relative exchange ratio and corresponding premium paid. After discussion, the Special Committee concluded that a very large premium in this context was therefore unlikely.

Option to Receive Cash Provides Some Protection Against Stock Price Declines. The Special Committee noted that the option to elect to receive cash for up to 20% of the aggregate value of the merger consideration payable to the public stockholders of UGC provides protection to the public UGC stockholders if the price of LMI's stock declines prior to closing.

Opportunity Benefits of Participation in the Combined Company. Because UGC stockholders (other than LMI and its affiliates) will have the option to receive up to 100% of the merger consideration in stock of the combined company, they will have the opportunity to participate in the benefits expected to be realized by the transaction in the future.

UGC management and Morgan Stanley discussed with the Special Committee potentially significant synergies, strategic opportunities and other benefits that the UGC stockholders (other than LMI and its affiliates) would have the opportunity to participate in as stockholders of the combined company. The benefits discussed included: the creation

of a company able to operate around the world and achieve the benefits of such scale; the creation of a more liquid stock with larger public float, which should also represent a stronger acquisition currency; the elimination of a holding company discount in the LMI stock price; enhanced position with vendors, manufacturers and content providers; enhanced growth potential given stronger position to pursue distribution, consolidation and content investment opportunities; a strong balance sheet, which should reduce the combined company's future financing costs; and organizational and corporate synergies.

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Confidence in Combined Company Management. The Special Committee noted that the Chief Executive Officer of the combined company would be Michael T. Fries, the current Chief Executive Officer of UGC. The Special Committee considered that its familiarity with Mr. Fries' abilities and past performance gave increased confidence that the intended benefits of the UGC merger would be achieved.

Investment in Japanese Distribution and Content Assets at an Attractive Valuation. The Special Committee considered the valuations implied by Morgan Stanley's analysis of the Japanese distribution and content assets to be contributed to the combined company by LMI in the mergers and the other transactions contemplated by the UGC merger and, after discussions with Morgan Stanley regarding comparable valuation multiples for similar assets in the industry, found them attractive as a financial matter. In addition, the Special Committee observed that these assets offered growth opportunities to the UGC stockholders in diverse markets.

Improved Management Attention and Focus. Because LMI and UGC operate similar businesses in many respects, their current structure creates significant long-term potential for conflicts between the two companies over the exploitation of commercial opportunities. The Special Committee observed that uniting the two businesses under a single management team will eliminate any such conflicts and permit a unified management team to pursue opportunities more efficiently.

Improved Equity Position. The Special Committee noted that, as a result of the UGC merger and assuming that all UGC stockholders (other than LMI and its affiliates) elect to receive Liberty Global stock, the UGC stockholders (other than LMI and its affiliates) would hold approximately 25% of the aggregate voting power of Liberty Global, which would have no single stockholder or group of stockholders exercising voting control over the combined company. This contrasts to the current situation of UGC stockholders (other than LMI and its affiliates), who have a minority voting interest in a company controlled by LMI.

Intention to Commence Share Repurchases. The Special Committee noted that LMI had stated that, given the substantial liquidity and free cash flow profile of the combined company, LMI expected that the Liberty Global board of directors would authorize a stock repurchase program following the combination. The Special Committee noted that this expectation underscores LMI's belief in the value of the combined business. LMI and UGC subsequently announced that they expect the Liberty Global board to authorize such a program and that any share repurchases under the program would occur from time to time in the open market or in privately negotiated transactions, subject to market conditions.

Growth Opportunities. The Special Committee recognized the opportunity for growth to be greater as part of the combined company. Important opportunities to acquire assets from third parties are expected to arise in Europe in the near future, and UGC's ability to avail itself of these opportunities will be greatly enhanced by a combination with LMI. The Special Committee also observed that the Japanese business interests owned by LMI provide significant opportunities for growth, both within Japan and in other important Asian growth markets. The combined company is expected to have a significantly stronger balance sheet than UGC and the ability to offer stock as an acquisition currency at more favorable valuations.

Diversification Benefits. The Special Committee noted that by combining UGC's principally European and Latin American business with LMI's Japanese business, UGC stockholders would own a company with a more diverse portfolio of investments, which would be better able to weather economic change including fluctuations in foreign exchange rates.

Absence of Ability to Sell UGC to Third Party. LMI informed the Special Committee early in the negotiations that it was not interested in pursuing a sale of all of its interest in UGC. In light of LMI's intentions, the Special Committee concluded that realization of third party sale value or causing a sale of a substantial portion, in a liquidation, break-up

or similar transaction, of UGC's assets were not alternatives available to UGC. Consequently, the Special Committee considered a transaction with LMI or continuing UGC as a publicly traded entity, with LMI remaining as controlling stockholder, as the only practical alternatives available.

Terms of Merger Agreement. The Special Committee considered the draft merger agreement and the summary of the key terms and provisions thereof provided by its counsel. The Special Committee concluded that the terms and provisions of the merger agreement were customary for transactions of this kind and provided

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appropriate protections to the UGC stockholders (other than LMI and its affiliates). The merger agreement provides only limited circumstances under which LMI is permitted to not close the transaction, and any termination of the merger agreement by UGC must be approved by the Special Committee. The voting agreement entered into by Mr. Malone, pursuant to which he agreed to vote the LMI shares that he owns or which he has the right to vote (currently representing approximately 26.5% of the aggregate voting power of LMI) in favor of the merger agreement and the LMI merger, increases the likelihood that the merger agreement and the LMI merger will be approved by the LMI stockholders.

Financing of Transaction. The Special Committee noted that LMI has available to it sufficient cash to pay the cash portion of the merger consideration and the combined company will have sufficient cash to fund the potential stock purchase program described above after the closing.

Stock Consideration Non-Taxable. The Special Committee noted that the receipt of Liberty Global stock by UGC stockholders (other than LMI and its affiliates) validly electing to receive stock as merger consideration will generally not be taxable to such stockholders.

Negative Factors

Market Price of Shares. The Special Committee was aware that the relative trading prices of UGC and LMI at the market close on January 14, 2005 implied that LMI would be acquiring the shares of UGC held by UGC stockholders (other than LMI and its affiliates) at a very slight discount to market. The Special Committee determined that the relative underlying values of LMI and UGC implied by Morgan Stanley's analyses were not accurately reflected in the public market trading prices of the two companies.

Exposure to Japanese Market. While acknowledging the diversification opportunity that LMI's investments in the Japanese broadband and programming markets offers UGC stockholders (other than LMI and its affiliates), the Special Committee also considered that such diversification carried with it exposure to new and different risk factors for UGC stockholders, including exposure to downturns in the Japanese economy and new foreign currency exchange risks.

Tax Treatment. The Special Committee was aware that the receipt of the \$9.58 per share cash price available to the stockholders (other than LMI and its wholly owned subsidiaries) of UGC validly electing to receive cash consideration, subject to proration, will generally be taxable to such stockholders.

Risks the Mergers May Not be Completed. The Special Committee considered the risk that the conditions to the merger agreement may not be satisfied and, therefore, that the UGC merger may not be consummated.

Matters Not Considered

The Special Committee did not consider the third party sale value or liquidation or break-up of UGC's assets because LMI stated that it was not willing to pursue these alternatives. As the beneficial owner of a majority of the aggregate voting power of UGC's stock, LMI can prevent the pursuit of these alternatives.

Other Matters Considered

Conflicts of Interest. The Special Committee was aware of the conflicts of interest of the members of the UGC board of directors who are also officers or directors of LMI, as well as the potential conflicts of interest of management representatives on the UGC board. The Special Committee believes that the process of using a committee of independent directors, together with the condition that the UGC merger and the merger agreement be

approved by a majority of the stockholders of UGC (other than LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC), effectively mitigates these potential conflicts.

This discussion summarizes the material factors considered by the Special Committee, including factors that support as well as weigh against the UGC merger, the voting agreement, the merger agreement and the transactions contemplated thereby. In view of the variety of factors and the amount of information considered, the

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Special Committee did not find it practicable to, and did not, make specific assessments of, quantify, or otherwise assign relative weights to these factors in reaching its determination. In addition, individual members of the Special Committee may have given different weights to different factors. The determination that the UGC merger, the voting agreement and the merger agreement are fair to and in the best interests of the UGC stockholders (other than LMI and its affiliates) was made after consideration of all of these factors as a whole. The Special Committee concluded that the supportive factors outweighed the negative factors.

The recommendation of the UGC board of directors was based upon:

the recommendation of the Special Committee;

the Special Committee having received from Morgan Stanley an opinion that, as of the date of the opinion and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the merger consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders; and

the understanding of the UGC board that the merger consideration and the terms and conditions of the merger agreement and the voting agreement were the result of arms -length negotiations between the Special Committee and LMI.

The UGC board did not find it practicable to, and therefore did not, quantify or otherwise assign relative weights to the individual factors considered in reaching its conclusion as to fairness.

Opinion of the Financial Advisor to the Special Committee

The Special Committee engaged Morgan Stanley to provide financial advisory services in connection with the UGC merger. Morgan Stanley was selected by the Special Committee based upon Morgan Stanley's qualifications, expertise and reputation, as well as its knowledge of the business and affairs of UGC and the industry in which UGC operates. At a meeting of the Special Committee held on January 17, 2005, Morgan Stanley delivered its oral opinion, subsequently confirmed in writing, that, as of that date, and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders.

The full text of Morgan Stanley's opinion, dated January 17, 2005, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley in rendering its opinion, is included as Appendix D to this joint proxy statement/prospectus. The summary of Morgan Stanley's fairness opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. Stockholders should read this opinion carefully and in its entirety. Morgan Stanley's opinion is directed to the Special Committee and only addresses the fairness from a financial point of view of the consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement. Morgan Stanley's opinion does not address any other aspect of the mergers and does not constitute a recommendation to any UGC stockholder as to how to vote at the UGC stockholders' meeting or as to what form of consideration UGC stockholders should elect.

In connection with rendering its opinion, Morgan Stanley, among other things:

reviewed certain publicly available financial statements and other information of UGC and LMI;

reviewed certain internal financial statements and other financial and operating data concerning UGC and LMI prepared by the managements of UGC and LMI, respectively;

reviewed certain financial projections prepared by the respective managements of UGC and LMI;

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discussed the past and current operations and financial condition and prospects of UGC and LMI with senior executives of UGC and LMI, respectively;

considered information relating to certain strategic, financial and operational benefits anticipated from the UGC merger, discussed with the management of UGC;

discussed the strategic rationale for the UGC merger with the senior executives of UGC;

reviewed the reported prices and trading activity of the UGC Class A common stock and the LMI Series A common stock;

compared the financial performance of UGC and LMI, as well as the prices and trading activity of the UGC Class A common stock and the LMI Series A common stock with that of certain other comparable publicly-traded companies and their securities;

reviewed the financial terms, to the extent publicly available, of selected minority buy-back transactions;

participated in discussions and negotiations among representatives of UGC and LMI and their respective financial and legal advisors;

reviewed the proposed merger agreement and certain related documents; and

performed such other analyses and considered such other factors as Morgan Stanley deemed appropriate.

In arriving at its opinion, Morgan Stanley assumed and relied upon without independent verification the accuracy and completeness of the information reviewed by Morgan Stanley for the purposes of its opinion. With respect to the internal financial statements, other financial and operating data, and financial forecasts, including information relating to certain strategic, financial and operational benefits anticipated from the UGC merger, Morgan Stanley assumed that they had been reasonably prepared on bases reflecting best available estimates and judgments of the future financial performance of UGC and LMI. Morgan Stanley also relied without independent investigation on the assessment by the executives of UGC regarding the strategic rationale for the UGC merger. In addition, Morgan Stanley assumed that the mergers will be consummated in accordance with the terms set forth in the proposed merger agreement, including, among other things, that the LMI merger and UGC merger will be treated as a tax-free reorganization and exchange, respectively, each pursuant to the Code, without material modification, delay or waiver. Morgan Stanley did not make any independent valuation or appraisal of the assets or liabilities or technologies of UGC or LMI, nor was Morgan Stanley furnished with any such appraisals. Morgan Stanley's opinion is necessarily based upon financial, economic, market and other conditions as in effect on, and the information made available to it as of, January 17, 2005.

In arriving at its opinion, Morgan Stanley was not authorized to solicit, and did not solicit, interest from any party with respect to an acquisition, business combination or other extraordinary transaction involving UGC or its assets.

The following is a summary of the material financial analyses performed by Morgan Stanley in connection with its opinion. Some of these summaries include information presented in tabular format. In order to understand fully the financial analyses used by Morgan Stanley, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the analyses used by Morgan Stanley.

Historical Share Price Analysis

Morgan Stanley reviewed the historical price performance and trading volumes of UGC Class A common stock from January 20, 2004 through January 14, 2005, and of LMI Series A common stock from June 2, 2004 through January 14, 2005. For the period that Morgan Stanley reviewed UGC's share price, the high and low

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closing prices were \$10.60 and \$6.00, respectively, and for the period that Morgan Stanley reviewed LMI's share price, the high and low closing prices were \$47.27 and \$29.15, respectively.

Morgan Stanley also reviewed the respective recent stock price performances of UGC Class A common stock and LMI Series A common stock in comparison to the stock price performances of selected comparable companies, as well as with the S&P 500. Morgan Stanley observed the appreciation or depreciation in closing market prices over certain time periods as shown below:

Company	Appreciation/(Depreciation) 1/20/04 to 1/14/05	Appreciation 6/2/04⁽¹⁾ to 1/14/05
UGC	(9.1%)	29.4%
LMI	NA	13.8%
Comcast Corp.	(5.8%)	16.6%
NTL Inc.	(0.6%)	10.8%
Cablevision Systems Corp.	(9.9%)	13.5%
S&P500	4.0%	5.3%

⁽¹⁾ Date on which LMI common stock began trading on a when-issued basis prior to LMI's spin off from Liberty.

The foregoing historical share price analysis was presented to the Special Committee to provide it with background information and perspective with respect to the relative historical share prices and share price performances of UGC and LMI. No company used in the share price performance analysis is identical to UGC or LMI because of differences in business mix, operations and other characteristics.

Comparable Company Analysis

Morgan Stanley compared certain publicly available financial information of UGC with corresponding publicly available information for the following cable companies:

U.S. Cable Companies

Comcast Corp.

Cablevision Systems Corp.

Charter Communications, Inc.

Insight Communications Co.

European Cable Companies

NTL Inc.

Telewest Global Inc.

For each of the comparable companies, Morgan Stanley calculated the current cable aggregate value, defined as equity value plus net debt and minority interests and less unconsolidated and non-cable assets, as a multiple of 2005 estimated earnings before expenses for interest, taxes, depreciation and amortization, or EBITDA,

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based upon publicly available information, including reports of equity research analysts. The multiples calculated in this analysis are referred to in this section as the aggregate value/2005E EBITDA multiples.

Morgan Stanley calculated implied equity values per share of UGC common stock by applying aggregate value/2005E EBITDA multiples ranging from 8.0x to 9.0x to UGC's 2005 estimated EBITDA, as provided by UGC management, and to UGC's 2005 estimated EBITDA as provided by management and converted at a current spot rate of US\$1.31 per Euro. The following table presents the ranges of equity values per common share implied by this analysis:

	Implied Equity Value Per Share of UGC Common Stock	
	Low	High
2005E EBITDA, as provided by UGC management	\$ 8.17	\$ 9.53
2005E EBITDA, as provided by UGC management and converted at US\$1.31 per Euro spot exchange rate	\$ 8.82	\$ 10.27

Morgan Stanley noted that the implied value of the stock consideration per share of UGC common stock in the merger was \$9.42 as of January 14, 2005, and that the cash consideration was \$9.58 per share of UGC common stock.

No company used in the comparable company analysis is identical to UGC because of differences between the business mix, operations and other characteristics of UGC and the comparable companies. In evaluating the comparable companies, Morgan Stanley made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of UGC, such as the impact of currency exchange rates, competition on the business of UGC as well as on the industry generally, industry growth and the absence of any adverse material change in the financial condition and prospects of UGC or the industry or in the markets generally.

Discounted Cash Flow Analysis

Morgan Stanley performed a discounted cash flow analysis of the projected unlevered free cash flows of UGC. This analysis was based upon 2005 projections and long-term growth assumptions for the period beginning January 1, 2005 and ending December 31, 2009 prepared by UGC management.

Morgan Stanley calculated implied equity values per share of UGC common stock by using discount rates ranging from 8% to 10% and terminal value multiples of estimated 2010 EBITDA ranging from 7.5x to 8.5x. Morgan Stanley calculated different ranges of equity values per share of UGC common stock by utilizing the 2005 projections and long-term growth rate guidance provided by UGC management, as well as sensitivities performed by Morgan Stanley adjusting for various revenue growth rates and EBITDA margins. The following table presents the ranges of implied equity values per share of UGC common stock implied by this analysis:

	Implied Equity Value Per Share of UGC Common Stock	
	Low	High
Analysis Utilizing Sensitivities	\$ 9.58	\$ 12.05
Analysis Utilizing UGC Management Projections and Guidance	\$ 12.83	\$ 15.89

Morgan Stanley noted that the implied value of the stock consideration per share of UGC common stock in the merger was \$9.42 as of January 14, 2005, and that the cash consideration was \$9.58 per share of UGC common stock.

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The discount rates used in the discounted cash flow analysis of UGC reflect UGC's weighted average cost of capital. The weighted average cost of capital represents the cost of capital for UGC based upon the relative proportion of debt, preferred equity and common equity employed by UGC. The terminal EBITDA multiple range used in the discounted cash flow analysis was based upon a review of the trading multiples for, and the business position of, UGC and other comparable companies, as well as reviewing implied perpetual growth rates.

While discounted cash flow analysis is a widely accepted and practiced valuation methodology, it relies on a number of assumptions including growth rates, terminal multiples, discount rates and currency exchange rates. The valuation stated above is not necessarily indicative of UGC's actual, present or future value or results, which may be more or less favorable than suggested by this type of analysis.

Sum-of-the-Parts Analysis

Morgan Stanley performed an analysis of LMI as the sum of its constituent businesses and performed financial analyses on the assets represented by LMI's investments in the following entities:

UGC

Jupiter Telecommunications Co., Ltd.

Jupiter Programming Co., Ltd.

Liberty Cablevision of Puerto Rico Ltd.

Mediatti Communications, Inc.

Chofu Cable, Inc.

Pramer S.C.A.

Metrópolis-Intercom S.A.

Torneos y Competencias, S.A.

The News Corporation Limited

The Wireless Group plc

ABC Family Worldwide, Inc.

This analysis was performed to determine an implied valuation range for LMI common stock.

Morgan Stanley reviewed various publicly available financial, operating and stock market information, as well as financial data and forecasts provided by LMI management, for the individual LMI businesses. Based upon this data, Morgan Stanley estimated implied value ranges for each constituent business by applying analyses as appropriate for the individual business segments, including analyses based upon book value, per subscriber value, multiples to 2004 and 2005 estimated EBITDA, as provided by LMI management and publicly available research reports, and public market value, taking into account applicable tax rates. The multiples for the various assets used in the sum-of-the-parts analysis were arrived at after a review of publicly traded companies with a similar operating profile to the LMI assets. Market position, growth prospects and profitability were a few of the many factors used in comparing the LMI assets

to the publicly traded comparables.

This analysis yielded an implied valuation range of LMI common stock of \$48.86 to \$51.13 per share. Morgan Stanley then applied discounts of 10%, 15% and 20% to approximate the holding company discount for

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LMI's UGC holdings that is widely acknowledged by the research community. Applying these discounts to the sum-of-the-parts analysis yielded an implied valuation range of LMI common stock of \$44.26 to \$48.83 per share. Morgan Stanley noted that the closing price per share of LMI Series A common stock was \$43.69 as of January 14, 2005.

In connection with its sum-of-the-parts analysis, Morgan Stanley noted in particular the values of Jupiter Telecommunications Co., Ltd., or J-COM, implied by the 0.2155x exchange ratio pursuant to the merger agreement, as well as the exchange ratios implied by deriving share prices for LMI based upon valuations of LMI's 45.45% ownership stake in J-COM. Morgan Stanley applied various analyses in order to arrive at an implied value range for J-COM, including analyses based upon multiples to 2005 EBITDA, which were included in the sum-of-the-parts analysis, as well as discounted cash flow analyses. Morgan Stanley observed that, applying the valuations of LMI's assets, other than UGC and J-COM, derived in connection with the sum-of-the-parts analysis, as well as both the exchange ratio of 0.2155x pursuant to the merger and LMI's share price of \$43.69 as of January 14, 2005, the implied forward EBITDA multiple for J-COM was 5.9x. In addition, Morgan Stanley observed that, based upon valuations of LMI's 45.45% stake in J-COM implied by Morgan Stanley's analyses and assuming values per share of UGC common stock of \$10.00, \$11.00 and \$12.00, the implied exchange ratios derived from the resulting implied LMI per share prices ranged from 0.1780x to 0.1954x.

Equity Research Analysts' Price Targets

Morgan Stanley reviewed the range of available price targets prepared and published by equity research analysts for UGC Class A common stock and LMI Series A common stock during the periods from September 22, 2004 to January 14, 2005 for UGC and from November 15, 2004 to December 8, 2004 for LMI. These price targets reflect each analyst's estimate of the future public market trading price of UGC Class A common stock or LMI Series A common stock, as applicable, at the end of the relevant period considered for each estimate. Applying a discount rate of 10% to these price targets, Morgan Stanley arrived at a range of present values for the per share price targets as of January 2005. The results of this analysis are set forth below:

	Present Value of Research Price Targets for UGC Class A Common Stock			
		Low		High
UGC	\$	9.70	\$	13.88
LMI	\$	37.57	\$	46.73

Morgan Stanley noted that the analysis summarized above included present values with respect to two research price targets for UGC Class A common stock that had been increased on January 14, 2005 from prior research reports. On January 14, 2005, Morgan Stanley issued a new research report increasing its price target for UGC Class A common stock from \$9.00, or \$8.31 at present value, to \$11.00, or \$10.00 at present value. Also on January 14, 2005, Janco Partners issued a new research report increasing its price target for UGC Class A common stock from \$12.43, or \$11.48 at present value, to \$15.27, or \$13.88 at present value.

Morgan Stanley also noted that the public market trading price targets published by the securities research analysts do not reflect current market trading prices and are subject to uncertainties, including the future financial performances of UGC and LMI, as applicable, and future financial market conditions.

Precedent Transaction Analysis

Morgan Stanley reviewed publicly available information with respect to selected minority buy-back transactions. The transactions reviewed included transactions involving cash and/or stock consideration with aggregate transaction values in excess of \$1 billion, referred to in this section as the cash/stock transactions, and stock only transactions with aggregate transaction values in excess of \$500 million, referred to in this section as the stock-only transactions. For each transaction, Morgan Stanley analyzed, as of the announcement date, the premium offered by the acquiror to the target's closing price one day prior to the announcement of the transaction. In the cash/stock transactions, the range of final premiums was 10.5% to 47.6%, with a median of 23.5%. In the stock-only transactions, the range of final premiums was 2.3% to 47.6%, with a median of 19.4%. The foregoing

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precedent transaction analysis was presented to the Special Committee to provide it with background information and perspective in connection with its review of the UGC merger.

No company or transaction utilized in the analysis of selected precedent transactions is identical to UGC, LMI or the UGC merger. Mathematical analysis, such as determining the average or median, is not in itself a meaningful method of using precedent transaction data.

Exchange Ratio and Price Premium Analyses

Morgan Stanley reviewed the ratios determined by dividing the closing prices of UGC Class A common stock by the closing prices of LMI Series A common stock for certain periods from June 2, 2004 to January 14, 2005. Morgan Stanley then examined the premiums represented by the exchange ratio of 0.2155 pursuant to the merger agreement as compared to these ratios of closing market prices of UGC common stock to LMI common stock. The results of this analysis are set forth below:

Period/Benchmark	Ratio of UGC Price(s) to LMI Closing Price(s)	0.2155 Exchange Ratio % Premium / (Discount)
January 14, 2005	0.2206x	(2.3%)
January 11, 2005	0.2131x	1.1%
December 14, 2004	0.1914x	12.6%
December 10, 2004	0.1931x	11.6%
November 11, 2004	0.2235x	(3.6%)
High UGC Class A Common Share Price since June 2, 2004	0.2239x	(3.8%)
Low UGC Class A Common Share Price since June 2, 2004	0.1853x	16.3%
Five Trading Day Average During the Period from June 2, 2004 to January 14, 2005	0.2178x	(1.0%)
Ten Trading Day Average During the Period from June 2, 2004 to January 14, 2005	0.2133x	1.0%
Twenty Trading Day Average During the Period from June 2, 2004 to January 14, 2005	0.2103x	2.5%
Three-Month Average During the Period from June 2, 2004 to January 14, 2005	0.2060x	4.6%

Average Since June 2, 2004

0.2053x

5.0%

Morgan Stanley also examined the implied percentage premium of the \$9.42 implied stock consideration, as of January 14, 2005, and of the \$9.58 cash consideration, each as compared to UGC's Class A common stock closing prices over various periods. The results of this analysis are set forth below:

Time Period/Benchmark	UGC Share Price	Implied Price Premium/(Discount)	
		\$9.42 Implied Stock Consideration ⁽¹⁾	\$9.58 Cash Consideration
January 14, 2005	\$9.64	(2.3%)	(0.6%)
January 11, 2005	\$9.26	1.7%	3.5%
December 14, 2004	\$8.67	8.6%	10.5%
December 10, 2004	\$8.66	8.7%	10.6%
November 11, 2004	\$8.48	11.0%	13.0%
High Since June 2, 2004	\$9.78	(3.7%)	(2.0%)

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		Implied Price Premium/(Discount)	
Time Period/Benchmark	UGC Share Price	\$9.42 Implied Stock Consideration ⁽¹⁾	\$9.58 Cash Consideration
Low Since June 2, 2004	\$6.00	56.9%	59.7%

(1) Based upon 0.2155x exchange ratio and current LMI share price of \$43.69 as of January 14, 2005

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its opinion, Morgan Stanley considered the results of all of its analyses as a whole and did not attribute any particular weight to any particular analysis or factor considered by it. The summary provided and the analyses described above must be considered as a whole, and selecting any portion of Morgan Stanley's analyses, without considering all analyses, would create an incomplete view of the process underlying Morgan Stanley's opinion. In addition, Morgan Stanley may have given various analyses and factors more or less weight than other analyses and factors and may have deemed various assumptions more or less probable than other assumptions, so that the ranges of valuations resulting from any particular analysis described above should not be taken to be Morgan Stanley's view of the actual value of UGC or LMI.

In performing its analysis, Morgan Stanley made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of UGC and LMI. Any estimates contained in the analyses performed by Morgan Stanley are not necessarily indicative of actual values, which may be significantly more or less favorable than suggested by such estimates. The analyses performed were prepared solely as a part of Morgan Stanley's analysis of the fairness from a financial point of view of the consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement and were conducted in connection with the delivery by Morgan Stanley of its opinion, dated January 17, 2005, to the Special Committee. Morgan Stanley's analyses do not purport to be appraisals or to reflect the prices at which shares of UGC common stock or LMI common stock might actually trade.

The consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was determined through negotiations between the Special Committee and LMI and was approved by UGC's board of directors. Morgan Stanley's opinion to the Special Committee was one of many factors taken into consideration by the UGC board of directors in making its determination to approve the merger.

Morgan Stanley is an internationally recognized investment banking and advisory firm. Morgan Stanley, as part of its investment banking and financial advisory business, is continuously engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. In the past, Morgan Stanley and its affiliates have provided financial advisory and financing services for UGC and have received fees for the rendering of these services. In the ordinary course of its business, Morgan Stanley and its affiliates may from time to time trade in the securities or the indebtedness of UGC and LMI and its affiliates for its own account, the accounts of investment funds and other clients under the management of Morgan Stanley and for the accounts of its customers and accordingly, may at any time hold a long or short position in such securities or indebtedness for any such account.

Pursuant to an engagement letter dated December 22, 2004, UGC agreed to pay Morgan Stanley a financial advisory fee of \$1 million. In addition, UGC agreed to pay Morgan Stanley a transaction fee of \$4.5 million upon delivery of its opinion. UGC also agreed to reimburse Morgan Stanley for its expenses incurred in performing its services and to indemnify Morgan Stanley and its affiliates, their respective directors, officers, agents and employees and each person, if any, controlling Morgan Stanley or any of its affiliates against certain liabilities and expenses, including certain liabilities under federal securities laws, related to or arising out of Morgan Stanley's engagement and

any related transactions.

Recommendation of the LMI Board; Purposes and Reasons for the Mergers

LMI's purpose for engaging in the mergers is to acquire, through Liberty Global, all of the outstanding shares of UGC capital stock that LMI does not already own. LMI's board of directors unanimously approved the merger agreement and determined that the merger agreement and the LMI merger are advisable, fair to and in the best interests of LMI and its stockholders. Accordingly the LMI board recommends that the LMI stockholders vote

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FOR the merger proposal at the LMI special meeting. In determining that the merger agreement and the LMI merger are in the best interests of LMI and its stockholders, the LMI board considered that the mergers would eliminate the current dual public holding company structure in which LMI's principal consolidated asset is its interest in another public company, UGC. The LMI board determined that the principal benefit to LMI stockholders from the combination of the two companies under a single public company, Liberty Global, was the elimination of the holding company discount in LMI's stock price. The LMI board also considered the following matters in reaching its determination:

the presentation by its financial advisor, Banc of America Securities, and Banc of America Securities' oral opinion, subsequently confirmed in writing, that as of the date of such opinion and based upon and subject to the factors, limitations and assumptions set forth in Banc of America Securities' written opinion, the consideration to be received by LMI stockholders (other than affiliates of LMI) in the transactions contemplated by the merger agreement was fair from a financial point of view to such stockholders. In evaluating the presentation and opinion of Banc of America Securities, the LMI board was aware of the compensation arrangements with Banc of America Securities, including that a substantial portion of its fee was contingent upon completion of the mergers;

the integration of the management teams of the two companies, with Mr. Malone serving as Chairman of the Board of Liberty Global and Mr. Fries as Chief Executive Officer. The LMI board believed that the strengths of the respective management teams at the corporate level of the two companies would complement each other, and that there was little if any overlap at the operating level that would impede a smooth integration of the two companies;

that the consummation of the mergers would eliminate any potential competition between LMI and UGC, including in the pursuit of acquisition opportunities and capital raising activities;

that the receipt of the merger consideration in the LMI merger would be tax-free to the LMI stockholders;

the background of the negotiations between Mr. Malone and the Special Committee that resulted in the agreed exchange ratio and cash election alternative. Mr. Malone had advised the LMI board of his conclusion, based upon these negotiations, that the Special Committee would not approve the transaction at any lower exchange ratio. The LMI board took note of the premium that the exchange ratio represented for the shares of UGC stock, based upon the relative trading prices of the two companies prior to the initiation of discussions with the Special Committee, and the information provided by Banc of America Securities as to premiums paid in other transactions. Based upon the foregoing, the increase in the exchange ratio over the course of the negotiations did not detract from the LMI board's conclusion that the LMI merger would be in the best interests of LMI and its stockholders;

that the merger agreement included a limitation on the cash election, and that LMI had sufficient cash to fund the maximum amount of cash anticipated to be payable if the cash elections were fully exercised; and

the draft of the merger agreement and the voting agreement and the summary of the terms of each provided by LMI's counsel. In general, the terms of the merger agreement are customary for transactions of this nature and the Special Committee had insisted on the voting agreement as a condition to its approval of the merger agreement. The LMI board considered that the provision of the merger agreement requiring approval of the UGC merger by the vote of a majority of the minority stockholders of UGC was a negative factor from LMI's perspective because of the resulting uncertainty that the transaction would be consummated. Because the merger agreement also included provisions allowing LMI to terminate the merger agreement if UGC's annual report on Form 10-K is not filed by May 15, 2005 or if the mergers are

not consummated by September 30, 2005, the uncertainty resulting from the inclusion of the minority approval requirement did not

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outweigh the other factors supporting the LMI board's conclusion that the LMI merger would be in the best interests of LMI and its stockholders.

The LMI board did not consider other alternatives to achieving the goal of acquiring the minority interest in UGC. It did, however, consider the alternative of maintaining the status quo in which LMI was the controlling stockholder of UGC and instituting a stock repurchase program for LMI stock. On balance, the LMI board determined that the proposed mergers would be preferable to maintaining the status quo for the reasons stated above. In addition, LMI believes that maintaining the Nasdaq National Market listing of the UGC Class A common stock and the registration of that stock under the Exchange Act, as well as separate boards of directors with different fiduciary duties, imposes direct and indirect compliance costs and administrative burdens on UGC that divert management's time and resources. These compliance costs and administrative burdens would be eliminated were the mergers completed.

If the mergers are completed, LMI stockholders will not have dissenters' rights of appraisal under Delaware law or the merger agreement because shares of LMI common stock are, and shares of Liberty Global common stock will be, listed on the Nasdaq National Market.

Position of LMI Regarding the Fairness of the UGC Merger

The UGC merger is considered a 13e-3 transaction for purposes of Rule 13e-3 under the Exchange Act because LMI is an affiliate of UGC and public stockholders of UGC are entitled to receive consideration in the merger other than Liberty Global common stock. Under Rule 13e-3, LMI is required to consider the fairness of the UGC merger to the unaffiliated stockholders of UGC.

LMI believes that the UGC merger is fair to the unaffiliated stockholders of UGC. The factors considered by the LMI board in arriving at this belief include the following:

that the merger was negotiated with the Special Committee, which was advised by its own counsel and financial advisors;

that the merger is structured so that it is a condition to the completion of the merger that it be approved by at least a majority of the outstanding shares of UGC common stock not beneficially owned by LMI or Liberty or the directors and executive officers of LMI, Liberty and UGC;

that the 0.2155 to 1.0 exchange ratio represents an 8.6% premium over the closing sale price for the shares of UGC Class A common stock on December 14, 2004, the last trading day before Mr. Malone's first conversation with the Special Committee, and a slight premium over the closing sale price of those shares on January 11, 2005, the last trading day before LMI management and the Special Committee reached an agreement in principle on the financial terms of the UGC merger. LMI also considered that from the time of the LMI spin off in June 2004 through the last trading day before the public announcement of the mergers, the historical ratio in which the shares of UGC Class A common stock has traded relative to the LMI Series A common stock has predominantly been below the 0.2155 exchange ratio;

LMI's belief that since its spin off from Liberty in June 2004, UGC's historical trading price has included an acquisition premium attributable to market speculation that LMI would buy out the public minority stockholders of UGC;

LMI's belief that its common stock trades with a holding company discount of between 9% and 19%, implying a larger premium to the unaffiliated UGC stockholders on a fair value-to-fair value basis;

that the UGC unaffiliated stockholders who elect to receive Liberty Global stock will have the opportunity to participate in LMI's Japanese cable distribution and programming businesses at a

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favorable valuation, as well as continue to participate in the potential growth of the businesses of UGC;

that LMI was foregoing its ability to obtain a control premium for its investment in UGC, while UGC unaffiliated stockholders who become stockholders of Liberty Global would participate as stockholders of the new company in any control premium because there will be no single controlling stockholder of the new company;

that LMI has sufficient voting power to determine a disposition of UGC, and informed the Special Committee that it would not be interested in a sale of UGC to a third party; and

the fact that the Special Committee received an opinion from Morgan Stanley to the effect that, as of the date of such opinion and based upon and subject to the assumptions, qualifications and limitations set forth in the opinion, the consideration to be received by the unaffiliated stockholders of UGC pursuant to the merger agreement was fair from a financial point of view to such stockholders. LMI management recognized that Morgan Stanley's opinion is directed solely to the Special Committee, and that LMI is not entitled to rely on that opinion.

In addition to the foregoing positive factors upon which LMI has formed its belief that the UGC merger is fair to the unaffiliated stockholders of UGC, LMI also evaluated the following negative factors, which LMI viewed as insufficient to outweigh the positive factors:

that on January 14, 2005, the last trading day prior to the LMI board meeting approving the merger agreement, the UGC Class A common stock was trading above the 0.2155 exchange ratio; and

that the holders of UGC Class A common stock are not entitled to appraisal rights under Delaware law, and that no provision is included in the merger agreement to provide them that right.

LMI further considered the prices at which each of LMI and, before its spin off from Liberty in June 2004, Liberty had purchased shares of UGC over the preceding two year period, including the range of prices paid in such purchases. With the exception of Liberty's acquisition of all of the UGC Class B common stock of the founders of UGC in January 2004, all UGC stock purchases during that two-year period were made at prices between \$3.62 and \$8.59 per share, which is below the \$9.58 cash consideration being offered to the unaffiliated stockholders of UGC in the cash election and the \$9.42 implied value of the exchange ratio being made available in the stock election, as of January 14, 2005, the last trading day prior to the LMI board meeting approving the merger agreement. Those purchases had all involved shares of UGC Class A common stock purchased pursuant to the exercise of contractual preemptive rights or pursuant to subscription rights that had been made available to all UGC stockholders. In the case of Liberty's acquisition of the shares of UGC Class B common stock from the UGC founders, the average per share price paid for those shares was \$19.93. LMI did not view the amount it paid for the shares of UGC Class B common stock it acquired from the UGC founders as relevant to its determination of the fairness of the consideration being paid to UGC stockholders in the mergers. That transaction involved a control premium due to the removal at that time of substantial constraints on the ability of Liberty to exercise control over UGC. By contrast, the stock consideration and cash consideration being made available to unaffiliated stockholders of UGC does not include a control premium as LMI already has a 53.6% equity interest and an approximate 91% voting interest in UGC.

LMI did not consider UGC's net book value (assets minus liabilities as reflected in UGC's financial statements for accounting purposes) in its evaluation of fairness to the unaffiliated stockholders of UGC, as net book value is not a metric that is used for valuing a company such as UGC, and UGC's net book value was substantially less than the value of the merger consideration. LMI did not consider the going concern or liquidation values of UGC as part of its fairness determination, except insofar as those values were encompassed in the discounted cash flow analyses of UGC and comparable company analyses prepared by Banc of America Securities and described under -Opinion of LMI's Financial Advisor. Banc of America Securities was not requested to and did not consider the fairness of the UGC

merger to the stockholders of UGC.

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LMI did not find it practicable to, and therefore did not, quantify or otherwise assign relative weights to the individual factors considered in reaching its conclusion as to fairness. Rather, LMI's determination was made after consideration of all of the foregoing factors as a whole.

Opinion of LMI's Financial Advisor

On January 10, 2005, the board of directors of LMI retained Banc of America Securities LLC to act as its financial advisor in connection with the possible acquisition of the minority interest of UGC. Banc of America Securities is a nationally recognized investment banking firm. Banc of America Securities is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions and has negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. LMI selected Banc of America Securities to act as its financial advisor on the basis of Banc of America Securities' experience and expertise in transactions similar to the mergers, and its reputation in the media industry and investment community and its historical investment banking relationship with LMI and its affiliates.

On January 17, 2005, Banc of America Securities delivered its oral opinion, subsequently confirmed in writing, to the LMI board of directors that as of the date of the opinion the consideration to be received by the holders of LMI's common stock, other than any affiliates of LMI, pursuant to the merger agreement is fair from a financial point of view to the holders of LMI's common stock, other than any affiliates of LMI. The amount of the consideration was determined by negotiations between LMI and the Special Committee and was not based upon recommendations from Banc of America Securities. LMI's board of directors did not limit the investigations made or procedures followed by Banc of America Securities in rendering its opinion.

We have attached the full text of Banc of America Securities' written opinion to the LMI board of directors as Appendix E. You should read this opinion carefully and in its entirety in connection with this joint proxy statement/prospectus. The following summary of Banc of America Securities' opinion, is qualified in its entirety by reference to the full text of the opinion.

Banc of America Securities' opinion is directed to the LMI board of directors. It does not constitute a recommendation to any stockholder of LMI or UGC on how to vote with respect to the mergers. The opinion addresses only the financial fairness of the consideration to be received by the holders of LMI's common stock, other than any affiliates of LMI, pursuant to the merger agreement. The opinion does not address the relative merits of the mergers or any alternatives to the mergers, the underlying decision of the LMI board of directors to proceed with or effect the mergers or any other aspect of the transactions contemplated by the merger agreement. In furnishing its opinion, Banc of America Securities did not admit that it is an expert within the meaning of the term "expert" as used in the Securities Act, nor did it admit that its opinion constitutes a report or valuation within the meaning of the Securities Act. Statements to that effect are included in the Banc of America Securities' opinion.

For purposes of rendering its opinion Banc of America Securities has:

reviewed certain publicly available financial statements and other business and financial information of LMI and UGC;

reviewed certain internal financial statements and other financial and operating data concerning LMI and UGC;

analyzed certain financial forecasts to which Banc of America Securities was directed by the management of LMI;

reviewed and discussed with senior executives of LMI information relating to certain benefits anticipated from the mergers;

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discussed the past and current operations, financial condition and prospects of LMI with senior executives of LMI and discussed the past and current operations, financial condition and prospects of UGC with senior executives of UGC;

reviewed the reported prices and trading activity for the LMI common stock and the UGC common stock;

compared the financial performance of UGC and the prices and trading activity of the UGC common stock with that of certain other publicly traded companies that Banc of America Securities deemed relevant;

compared the financial terms of the mergers to the financial terms, to the extent publicly available, of certain other business combination transactions that Banc of America Securities deemed relevant;

participated in discussions and negotiations among representatives of LMI and UGC and their financial and legal advisors;

reviewed the January 16, 2005 draft merger agreement and certain related documents; and

performed such other analyses and considered other factors as Banc of America Securities deemed appropriate.

Banc of America Securities reviewed the January 16, 2005 draft merger agreement in its preparation of its opinion. While LMI and UGC had the opportunity to agree to materially add, delete or alter material terms of the merger agreement before its execution, the final merger agreement was substantially similar to the January 16, 2005 draft merger agreement.

Banc of America Securities did not assume any responsibility to independently verify the information listed above. Instead, with the consent of the LMI board of directors, Banc of America Securities relied on the information as being accurate and complete in all material respects. Banc of America Securities also made the following assumptions with the consent of the LMI board of directors:

with respect to financial forecasts for LMI and UGC, Banc of America Securities was directed by the management of LMI to rely on certain publicly available financial forecasts in performing its analyses and has assumed that, in the good faith belief of the management of LMI, such forecasts reflect the best currently available estimates of the future financial performance of LMI and UGC;

that the LMI merger will qualify as a reorganization within the meaning of Section 368(a) of the Code and the regulations promulgated thereunder, and that the conversion of the UGC common stock into shares of Liberty Global Series A common stock pursuant to the merger agreement, will qualify as an exchange within the meaning of Section 351(a) of the Code and the regulations promulgated thereunder;

that the final executed merger agreement will not differ in any material respect from the January 16, 2005 draft merger agreement reviewed by Banc of America Securities, and that the mergers will be consummated as provided in the January 16, 2005 draft merger agreement, with full satisfaction of all covenants and conditions set forth in it and without any waivers thereof;

that all material governmental, regulatory or other consents and approvals necessary for the consummation of the mergers will be obtained without any adverse effect on LMI or UGC or the contemplated benefits of the mergers; and

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that the terms of the merger agreement and the mergers are the most beneficial terms from LMI's perspective that could under the circumstances be negotiated among the parties to the merger agreement and the mergers.

In addition, for purposes of its opinion, Banc of America Securities has:

relied on advice of counsel to LMI as to all legal matters with respect to LMI, the mergers and the January 16, 2005 draft merger agreement; and

not assumed responsibility for making an independent evaluation, appraisal or physical inspection of any of the assets or liabilities, contingent or otherwise, of LMI or UGC, nor did Banc of America Securities receive any appraisals with respect thereto.

Banc of America Securities' opinion was based upon economic, monetary and market and other conditions in effect on, and the information made available to it as of, the date of the opinion. Accordingly, although subsequent developments may affect its opinion, Banc of America Securities did not assume any obligation to update, revise or reaffirm its opinion.

The following represents a brief summary of the material financial analyses performed by Banc of America Securities in connection with providing its opinion to the LMI board of directors. Some of the summaries of financial analyses performed by Banc of America Securities include information presented in tabular format. In order to fully understand the financial analyses performed by Banc of America Securities, you should read the tables together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data set forth in the tables without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by Banc of America Securities.

LMI and UGC Valuation Analyses

Valuation Approach

Banc of America Securities conducted valuation analyses of both LMI and UGC to evaluate the respective exchange ratios of shares of LMI and UGC, which were designed to yield a range of exchange ratios for evaluating the fairness of the exchange ratio in the mergers. The exchange ratio ranges that resulted from the analyses conducted by Banc of America Securities were presented to the LMI board of directors in two forms, with one range of ratios reflecting the consideration to be received by UGC stockholders in Liberty Global shares and/or cash for each UGC share, and with the other range of ratios reflecting the consideration to be received by LMI stockholders in Liberty Global shares, expressed as the number of Liberty Global shares to be received for each LMI share.

These two ranges of exchange ratios are different ways of expressing the economic exchange involved in the creation of Liberty Global and the consummation of the mergers. For example, an exchange ratio expressed in terms of the number of shares of Liberty Global stock to be received by a holder of a share of stock of either UGC or LMI, respectively, can be converted into an exchange ratio expressed in terms of the number of shares of Liberty Global stock to be received by a holder of a share of the other by applying an implied exchange ratio and the number of outstanding shares of the companies immediately prior to the exchange. For the purposes of Banc of America Securities' analysis, the implied exchange ratios used were the exchange ratios derived from closing stock prices on January 14, 2005 and the outstanding shares used were 807.1 million for UGC and 173.7 million for LMI, respectively.

Valuation Methodologies

Exchange Ratio Analysis. Banc of America Securities reviewed the historical ratio of the closing price per share of LMI common stock and that of UGC common stock for several time periods since June 2, 2004 (the day on which LMI common stock began trading on a when-issued basis prior to LMI's spin off from Liberty). During this

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period, the historical exchange ratio calculated on a daily basis ranged from a low of 0.1853 on July 20, 2004 to a high of 0.2239 on September 30, 2004.

The weighted average exchange ratios for selected time periods since June 2, 2004 were:

Period Prior to January 14, 2005	Weighted Average Exchange Ratio
1 Week	0.2168
1 Month	0.2087
2 Months	0.2034
3 Months	0.2060
Since LMI common stock began trading on a when-issued basis prior to LMI's spin off from Liberty (June 2, 2004).	0.2054

Premiums Paid Analysis. Banc of America Securities reviewed the consideration paid in 19 merger and acquisition transactions announced after March 31, 1995 and involving U.S. companies in which the aggregate values paid exceeded \$500 million and in which the acquirer owned more than 50% of the target prior to the acquisition. Banc of America Securities calculated the premiums paid relative to the stock prices of the acquired companies in all cash or cash and stock deals and premiums paid relative to the exchange ratio for all stock deals one day, one week and one month prior to the announcement of the acquisition offer.

The Premiums Paid Analysis indicated the following median and mean premiums for these transactions, excluding pending transactions:

	Premium One Day Before Announcement	Premium One Week Before Announcement	Premium One Month Before Announcement
High (All Deals)	46.4%	42.7%	73.4%
Low (All Deals)	(12.0%)	(21.4%)	(17.9%)
Median (All Deals)	19.8%	19.8%	22.2%
Mean (All Deals)	19.2%	19.5%	26.1%
High (Stock Only)	29.2%	37.0%	73.4%
Low (Stock Only)	(12.0%)	(21.4%)	(17.9%)
Median (Stock Only)	19.2%	13.5%	14.6%
Mean (Stock Only)	15.7%	13.0%	23.1%

Based upon this analysis, Banc of America Securities established an exchange ratio premium range of 10% to 25% to the one day and one month prior exchange ratios. This exchange ratio premium range was selected because it encompassed substantively all the means and medians yielded by the Premiums Paid Analysis.

The table below sets forth the exchange ratios derived from applying the premium range to the exchange ratios derived from the closing stock prices of LMI and UGC on January 14, 2005.

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	Consideration to be Received by UGC Stockholders	Consideration to be Received by LMI Stockholders
10% Premium (1 Day Prior)	0.2427	0.8879
25% Premium (1 Day Prior)	0.2758	0.7813
10% Premium (1 Month Prior)	0.2105	1.0236
25% Premium (1 Month Prior)	0.2392	0.9008

Banc of America Securities noted that the per-share value of the stock consideration to be received by UGC stockholders pursuant to the merger agreement based upon LMI's closing stock price on January 14, 2005 implied a discount of 2.3% over UGC's closing stock price on January 14, 2005. The premium implied over UGC's closing stock price one week prior to January 14, 2005 was 2.5% and the implied premium over the price one month prior to that date was 8.6%.

Holding Company Discount Analysis. Banc of America Securities performed a sum-of-the-parts valuation of LMI to determine the net asset value of LMI, in part in order to derive the appropriate range of holding company discounts implicit in LMI's market price. In order to derive LMI's sum-of-the-parts value, LMI's ownership in UGC was taken at market value and the values of the other assets of LMI were calculated using publicly available information and management estimates. Banc of America Securities' sum-of-the-parts equity value for LMI ranged from approximately \$8.8 billion to \$9.1 billion, implying a current holding company discount of approximately 13% to 17%. In addition, Banc of America Securities reviewed several Wall Street analysts' reports, published over a three week period beginning in mid-November 2004, each of which provided (i) an estimated net asset value per share for LMI, and (ii) in all but one case, a target share price for LMI and the discount represented by the target share price relative to such net asset value per share. These reports were used by Banc of America Securities to derive a range of discounts or premiums at which Wall Street analysts estimate LMI's shares trade relative to its net asset value per share as well as a range of discounts to net asset value per share represented by those analysts' published target prices. The specific reports were selected because they were deemed to be sufficiently recent to be relevant and because they provided estimates of LMI's net asset value per share, which could be used to calculate an implied premium or discount to LMI's stock price (which we refer to as the holding company discount) as of the report date. Other available research was excluded from this analysis because it did not provide an estimated net asset value per share and could not, therefore, be used to quantify a holding company discount. The estimated net asset value per share included in the reports included a high of \$56.81 and a low of \$41.89, yielding a median estimated net asset value of \$49.22.

The holding company discount analysis yielded the following information regarding LMI's estimated holding company discount:

	Premium (Discount) of Target Price to Net Asset Value per Share
Median	(9%)
Low	(10%)
High	(2%)
	Premium (Discount) of Market Price

to Net Asset Value per Share

Median	(14%)
Low	(24%)
High	4%

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The report that did not assign a target price for LMI stock was not included in the calculation of premium or discount of target price to net asset value above.

Banc of America Securities used the results of these analyses to determine what discount, if any, should be applied to the net asset valuations calculated in the relative valuation analysis of LMI and UGC (described below). Based upon the results of the holding company discount analysis, Banc of America Securities applied a holding company discount range of 0% to 20% to LMI's sum-of-the-parts value in the relative valuation analysis.

Relative Valuation Analysis. Banc of America Securities used a sum-of-the-parts approach to value LMI in relation to UGC. In establishing LMI's sum-of-the-parts valuation, the value of LMI's assets not including UGC was calculated using publicly available information and management estimates. In valuing UGC's contribution to LMI's sum-of-the-parts value, Banc of America Securities used three different valuation methodologies, each of which is described below.

For purposes of the analyses outlined below, Banc of America Securities used a holding company discount range between 0% and 20%.

A. **Public Market Valuation.** Based upon the closing market price of UGC's stock on January 14, 2005 and the fully diluted shares outstanding of UGC, Banc of America Securities established a valuation for UGC that was then applied to LMI's holdings in UGC for the purposes of the sum-of-the-parts valuation.

The public market valuation of UGC yielded exchange ratios as follows:

	Consideration to be Received by UGC Stockholders	Consideration to be Received by LMI Stockholders
20% Holding Company Discount	0.2357	0.9143
0% Holding Company Discount	0.1886	1.1429

Banc of America Securities noted that, assuming a public market valuation for UGC, LMI traded at a 15% holding company discount as of January 14, 2005.

B. **Comparable Company Analysis.** Based upon publicly available information, Banc of America Securities calculated the implied exchange ratio between LMI's stock and UGC's stock assuming respective valuations based upon application of multiples of aggregate value to estimated forward cable earnings before interest, taxes, depreciation and amortization (which we refer to as Cable EBITDA) for 2005 for five companies in the U.S. cable industry that Banc of America Securities deemed to be comparable to UGC.

Banc of America Securities defined aggregate value to mean:

equity value, defined as the product of the number of shares of common stock outstanding for a company multiplied by its stock price as of January 14, 2005; plus

outstanding funded debt; less

cash, cash equivalents and non-cable unconsolidated assets.

The following table sets forth multiples indicated by this analysis for these five companies:

Aggregate Value to:	Range of Multiples	Median
2005E Cable EBITDA	7.9x to 10.0x	8.9x

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The comparable company analysis compared UGC to the five U.S. cable companies which were selected because they were all U.S. publicly traded companies and, given their scale, the scope of services provided by them and the quality of their respective businesses, Banc of America Securities considered them to be most relevant to UGC for purposes of its analysis. Banc of America Securities noted that the two largest publicly traded UK cable companies, NTL and Telewest, trade at a median multiple of 6.1x 2005 estimated Cable EBITDA. Banc of America Securities, however, did not view these two companies as being comparable to UGC for purposes of this analysis. Banc of America Securities did not include every company that could be deemed to be a participant in the same industry.

Based upon the median of US cable company trading multiples, which Banc of America Securities deemed to be the most relevant for purposes of the analysis, the comparable companies valuation of UGC yielded a range of exchange ratios as follows:

	Consideration to be Received by UGC Stockholders	Consideration to be Received by LMI Stockholders
20% Holding Company Discount	0.2262	0.9529
0% Holding Company Discount	0.1809	1.1911

Banc of America Securities noted that, assuming a comparable companies valuation for UGC, LMI traded at an 11% holding company discount as of January 14, 2005.

C. *Discounted Cash Flow Analysis.* Banc of America Securities used certain publicly available financial cash flow forecasts for UGC for 5 years (2005 through 2009), to which it was directed by the management of UGC, to perform discounted cash flow analysis. In conducting this analysis, Banc of America Securities first calculated the present values of the forecasted cash flows. Second, Banc of America Securities estimated the terminal value of UGC at the end of 2009 by applying multiples to UGC's estimated 2009 EBITDA, which multiples ranged from 8.0x to 10.0x. Banc of America Securities then discounted the cash flows and terminal values to present values using discount rates ranging from 8% to 12%. Banc of America Securities selected the range of discount rates to reflect a realistic range of the weighted average cost of capital for companies in UGC's industry and with capitalization profiles not dissimilar from UGC's.

This analysis indicated a range of aggregate value for UGC, expressed as multiples of estimated 2005E Cable EBITDA, as follows:

Discount Rate	Multiple of Aggregate Value to 2005E Cable EBITDA		
	Terminal Multiple of 8.0x Projected Calendar Year 2009 EBITDA	Terminal Multiple of 9.0x Projected Calendar Year 2009 EBITDA	Terminal Multiple of 10.0x Projected Calendar Year 2009 EBITDA
8.0%	9.8x	10.8x	11.7x
10.0%	9.1x	9.9x	10.7x
12.0%	8.4x	9.1x	9.9x

Based upon the mid-point using a terminal multiple of 9.0x and a discount rate of 10% the discounted cash flow valuation of UGC yielded exchange ratios as follows:

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	Consideration to be Received by UGC Stockholders	Consideration to be Received by LMI Stockholders
20% Holding Company Discount	0.2447	0.8807
0% Holding Company Discount	0.1957	1.1009

Banc of America Securities noted that, assuming a discounted cash flow valuation of UGC, LMI traded at a 17% holding company discount as of January 14, 2005.

As noted above, the discussion above is merely a summary of the analyses and examinations that Banc of America Securities considered to be material to its opinion. It is not a comprehensive description of all analyses and examinations actually conducted by Banc of America Securities. The preparation of a fairness opinion is not susceptible to partial analysis or summary description. Banc of America Securities believes that its analyses and the summary above must be considered as a whole. Banc of America Securities further believes that selecting portions of its analyses and the factors considered, without considering all analyses and factors, would create an incomplete view of the process underlying the analyses set forth in its presentation to the LMI board of directors. Banc of America Securities did not assign any specific weight to any of the analyses described above. The fact that any specific analysis has been referred to in the summary above is not meant to indicate that that analysis was given greater weight than any other analysis. Accordingly, the ranges of valuations resulting from any particular analysis described above should not be taken to be Banc of America Securities' view of the actual value of LMI.

In performing its analyses, Banc of America Securities made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of LMI and UGC. The analyses performed by Banc of America Securities are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than those suggested by these analyses. These analyses were prepared solely as part of Banc of America Securities' analysis of the financial fairness of the consideration to be received by the holders of LMI's common stock, other than any affiliates of LMI, pursuant to the merger agreement and were provided to the LMI board of directors in connection with the delivery of Banc of America Securities' opinion. The analyses do not purport to be appraisals or to reflect the prices at which a company might actually be sold or the prices at which any securities have traded or may trade at any time in the future.

As described above, Banc of America Securities' opinion and presentation to the LMI board of directors were among the many factors taken into consideration by the LMI board of directors in making its determination to approve, and to recommend that LMI's stockholders approve, the merger agreement.

Pursuant to the engagement letter between LMI and Banc of America Securities, LMI has paid Banc of America Securities a fee of \$500,000 upon execution of the engagement letter and an additional \$500,000 upon rendering of Banc of America Securities' opinion described above and agreed to an additional fee of \$4,000,000, payable upon the consummation of the mergers. LMI has separately engaged Banc of America Securities to act as LMI's financial advisor in connection with a separate assignment, for which it has agreed to pay Banc of America Securities \$ 200,000 per quarter until December 31, 2005, and an additional \$500,000 upon delivery of a formal presentation to LMI. The LMI board of directors was aware of these fees and took them into account in considering Banc of America Securities' fairness opinion and in approving the merger agreement and the LMI merger. Each engagement letter calls for LMI to reimburse Banc of America Securities for its reasonable out-of-pocket expenses, and LMI has agreed to indemnify Banc of America Securities, its affiliates, and their respective partners, directors, officers, agents, consultants, employees and controlling persons against particular liabilities, including liabilities under the federal securities laws.

In the ordinary course of their business, Banc of America Securities and its affiliates may actively trade the debt and equity securities or loans of LMI, UGC and their affiliates for their own account and for the accounts of customers, and accordingly, Banc of America Securities and its affiliates may at any time hold a long or short position in such securities or loans. Banc of America Securities or its affiliates have also performed, and may in the future perform, various investment banking, lending and other financial services for LMI and UGC and their affiliates for which Banc of America Securities or its affiliates has received, and would expect to receive, customary fees.

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Availability of Opinions and Reports

Morgan Stanley's opinion and its report to the Special Committee (portions of which report will be omitted pursuant to a confidential treatment request filed with the SEC) will be made available for inspection and copying at the principal executive offices of UGC during its regular business hours by any interested stockholder of UGC or any representative of an interested stockholder of UGC who has been designated as such in writing. Banc of America Securities' opinion and its report to the LMI board of directors (portions of which report will be omitted pursuant to a confidential treatment request filed with the SEC) will be made available for inspection and copying at the principal executive offices of LMI during its regular business hours by any interested stockholder of LMI or any representative of an interested stockholder of LMI who has been designated as such in writing.

Conduct of the Business of UGC if the Mergers are Not Completed

If the mergers are not completed, UGC intends to continue to operate its business substantially in the manner it is operated today with its existing capital structure and management team remaining. From time to time, UGC will evaluate and review its business operations, properties, dividend policy and capitalization, and make such changes as are deemed appropriate, and continue to seek to identify strategic alternatives to maximize stockholder value.

Amount and Source of Funds and Financing of the Mergers; Expenses

Prior to the effective time of the mergers, LMI will loan to Liberty Global a sufficient amount of cash for Liberty Global to fund the cash consideration deliverable to the UGC stockholders (other than LMI and its wholly owned subsidiaries) in the UGC merger. LMI will fund this loan with its available cash. The mergers are not conditioned on the receipt of financing by LMI to pay the cash consideration deliverable to UGC stockholders.

It is expected that LMI and UGC will incur an aggregate of approximately \$22 million in expenses in connection with the mergers. These expenses will be comprised of:

approximately \$10.6 million in financial advisory fees;

approximately \$5 million of printing and mailing expenses associated with this joint proxy statement/prospectus;

approximately \$3.2 million in legal and accounting fees;

approximately \$1.5 million in SEC filing fees; and

approximately \$1.3 million in solicitation fees and other miscellaneous expenses.

It is expected that LMI's portion of these expenses will equal approximately \$11 million and UGC's portion of these expenses will equal approximately \$11 million.

Interests of Certain Persons in the Mergers

Interests of Directors and Executive Officers

In considering the recommendation of UGC's board of directors to vote to approve the merger proposal, stockholders of UGC should be aware that members of UGC's board of directors and members of UGC's executive

management have relationships, agreements or arrangements that provide them with interests in the mergers that may be in addition to or different from those of the public stockholders of UGC. Similarly, in considering the recommendation of LMI's board of directors to vote to approve the merger proposal, stockholders of LMI should be aware that members of LMI's board of directors and members of LMI's executive management have relationships, agreements or arrangements that provide them with interests in the mergers that may be in addition to or different

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from those of the public stockholders of LMI. In addition, the current directors of LMI and UGC will be entitled to the continuation of certain indemnification arrangements following completion of the mergers.

Following completion of the mergers, John C. Malone, Chairman of the Board, Chief Executive Officer and President of LMI, will become Chairman of the Board of Liberty Global, and Michael T. Fries, Chief Executive Officer and President of UGC, will become President and Chief Executive Officer of Liberty Global. Five of LMI's current directors, including Mr. Malone, and five of UGC's current directors, including Mr. Fries and the three members of the Special Committee, have agreed to together comprise the board of Liberty Global. In addition, Liberty Global's management will be comprised of members of LMI's and UGC's management teams. The directors and executive officers of Liberty Global are expected to beneficially own shares of Liberty Global common stock representing in the aggregate approximately [___]% of the aggregate voting power of Liberty Global, based upon their beneficial ownership interests in LMI and UGC, respectively, as of the record dates for the special meetings, and assuming no cash elections are made by the UGC stockholders.

Both LMI's board of directors and UGC's board of directors were aware of these interests and arrangements and considered them when approving the mergers. For more information regarding these interests and arrangements, see Executive Officers, Directors and Principal Stockholders of LMI, Executive Officers, Directors and Principal Stockholders of UGC and Management of Liberty Global.

Voting Intentions

The directors and executive officers of UGC, who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote in favor of the approval of the merger proposal at the UGC special meeting. Also, LMI, which beneficially owns shares of UGC common stock representing approximately 91% of UGC's aggregate voting power, has agreed in the merger agreement to vote, and to cause its subsidiaries to vote, in favor of the approval of the merger proposal at the UGC special meeting. The directors and executive officers of LMI (including Mr. Malone), who together beneficially own shares of UGC common stock representing less than 1% of UGC's aggregate voting power, have indicated to UGC that they intend to vote in favor of the approval of the merger proposal at the UGC special meeting.

Transactions in UGC Securities

Except as described below, none of (1) LMI or its wholly owned subsidiaries, (2) the directors and executive officers of UGC, or (3) the directors and executive officers of LMI:

has effected any transactions in shares of UGC common stock during the 60 days preceding the date of this joint proxy statement/prospectus; or

intends to effect any such transactions prior to the special meetings.

On December 16, 2004, a subsidiary of LMI transferred its 100% ownership interest in Princes Holdings Limited, which operates under the name Chorus Communication Limited, to a subsidiary of UGC in exchange for 6,413,991 shares of UGC Class A common stock. The consideration in this transaction was based upon an aggregate purchase price of approximately \$55.1 million, and paid in shares of UGC Class A common stock valued based upon the average of the trading prices of shares of UGC Class A common stock for the ten trading days ending on the second trading day prior to the consummation of the transaction.

Accounting Treatment

The mergers will be accounted for as a step acquisition by LMI of the remaining minority interest in UGC. The purchase price in this step acquisition will include the consideration issued to UGC public stockholders to acquire the UGC interest not already owned by LMI and the direct acquisition costs incurred by LMI. As UGC was a consolidated subsidiary of LMI prior to the mergers, the purchase price will first be applied to eliminate the minority interest in UGC from the consolidated balance sheet of LMI, and the remaining purchase price will be allocated on a pro rata basis to the identifiable assets and liabilities of UGC based upon their respective fair values at

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the effective date of the mergers and the 46.4% interest in UGC to be acquired by Liberty Global pursuant to the mergers. Any excess purchase price that remains after amounts have been allocated to the net identifiable assets of UGC will be recorded as goodwill. As the acquiring company for accounting purposes, LMI will be the predecessor to Liberty Global and the historical financial statements of LMI will become the historical financial statements of Liberty Global. See Liberty Global Unaudited Condensed Pro Forma Combined Financial Statements.

Regulatory Matters

At the date of this joint proxy/statement prospectus, LMI has obtained all regulatory approvals required for LMI to complete the mergers.

At the date of this joint proxy/statement prospectus, UGC has obtained all regulatory approvals required for UGC to complete the mergers.

Appraisal or Dissenters' Rights

Under Section 262 of the Delaware General Corporation Law (DGCL), holders of shares of UGC Class A common stock will not be entitled to appraisal rights in connection with the UGC merger, but any holders of shares of UGC Class B common stock (other than LMI and its wholly owned subsidiaries) or UGC Class C common stock (other than LMI and its wholly owned subsidiaries) will be entitled to appraisal rights in connection with the UGC merger. Section 262 of the DGCL is included as Appendix H to this joint proxy statement/prospectus and is incorporated herein in its entirety by this reference.

Under Section 262 of the DGCL, LMI stockholders are not entitled to appraisal rights in connection with the LMI merger.

Federal Securities Law Consequences

The issuance of shares of Liberty Global common stock in the mergers will be registered under the Securities Act, and the shares of Liberty Global common stock so issued will be freely transferable under the Securities Act, except for shares of Liberty Global common stock issued to any person who is deemed to be an affiliate of either LMI or UGC at the time of the special meetings. Persons who may be deemed to be affiliates include individuals or entities that control, are controlled by, or are under common control with either LMI or UGC and may include directors, executive officers and significant stockholders of each of LMI and UGC. Affiliates may not sell their shares of Liberty Global common stock acquired in connection with the mergers, except pursuant to:

an effective registration statement under the Securities Act covering the resale of those shares;

an exemption under paragraph (d) of Rule 145 under the Securities Act; or

any other applicable exemption under the Securities Act.

Liberty Global's registration statement on Form S-4, of which this document forms a part, does not cover the resale of shares of Liberty Global common stock to be received by affiliates in the mergers. The merger agreement requires that LMI and UGC each use its commercially reasonable efforts to cause each of their respective affiliates to deliver to Liberty Global a written agreement to the effect that these persons will not sell, transfer or otherwise dispose of any of the shares of Liberty Global common stock issued to them in the mergers in violation of the Securities Act or the

related rules and regulations of the Securities and Exchange Commission. See The Transaction Agreements Merger Agreement Covenants.

Class Action Lawsuits Relating to the UGC Merger

Since January 18, 2005, twenty-one lawsuits have been filed in the Delaware Court of Chancery purportedly on behalf of the public stockholders of UGC regarding the announcement on January 18, 2005 of the execution by LMI and UGC of the merger agreement. The defendants named in these actions include Gene

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Schneider, Michael Fries, David Koff, Robert Bennett, John Malone, John Cole, Bernard G. Dvorak, John W. Dick, Paul A. Gould and Gary S. Howard (directors of UGC), UGC and LMI. The allegations in each of the complaints, which are substantially similar, assert that the defendants have breached their fiduciary duties of loyalty, care, good faith and candor and that various defendants have engaged in self-dealing and unjust enrichment, affirmed an unfair price, and impeded or discouraged other offers for UGC or its assets in bad faith and for improper motives. In addition to seeking to enjoin the UGC merger, the complaints seek remedies including damages for the public holders of UGC stock and an award of attorney's fees to plaintiffs' counsel. In connection with these lawsuits, defendants have been served with one request for production of documents. The defendants believe the lawsuits are without merit.

Provisions for Unaffiliated Stockholders of UGC

Delaware law provides stockholders of a Delaware corporation who have a proper purpose and who meet certain statutory requirements the right to inspect a list of stockholders and other corporate books and records. Other than in accordance with Delaware law or any action by a governmental authority, the unaffiliated stockholders of UGC will not be given any special access to the corporate files of UGC in connection with or in contemplation of the mergers.

Unless otherwise required by Delaware law or any action by a governmental authority, neither UGC nor LMI intends to obtain counsel or appraisal services for the unaffiliated stockholders of UGC in connection with the mergers.

Plans for UGC After the Mergers; Certain Effects of the Mergers

UGC Business

Following the mergers, the business and operations of UGC will be conducted substantially as they are currently being conducted with the exception that, among other things, UGC will become a subsidiary of a new parent company named Liberty Global, Inc. The centralized management, administration, finance, accounting, legal and other parent company tasks performed by UGC prior to the mergers will be performed by Liberty Global following the mergers.

UGC Directors and Officers

Following the mergers, Liberty Global's management team will be responsible for the businesses of UGC. Liberty Global's management team will include certain members of UGC's current management team, including Michael T. Fries, the President and Chief Executive Officer of UGC, who has agreed to serve as the President and Chief Executive Officer of Liberty Global. Liberty Global will have a staggered board that will include five of UGC's ten directors, who will be assigned to board classes with different terms than those to which they are currently assigned on UGC's board. See Management of Liberty Global.

UGC Capital Structure

UGC will be the surviving corporation in the UGC merger, and its existing capital structure will remain in place immediately following the mergers. Each share of UGC common stock acquired by Liberty Global in the UGC merger will be converted into one share of the corresponding class of common stock of UGC as the surviving corporation and will remain outstanding immediately following the mergers, and each share of UGC common stock held by LMI or any of its wholly owned subsidiaries, at the time of the UGC merger, will be converted into one share of the corresponding class of common stock of UGC as the surviving corporation and will remain outstanding immediately following the mergers. As a result, Liberty Global will own directly 46.4% of the common stock of UGC

as the surviving corporation in the UGC merger, and indirectly through Liberty Global's wholly owned subsidiary LMI 53.6% of the common stock of UGC as the surviving corporation in the UGC merger (based upon outstanding UGC share information as of December 31, 2004).

Liberty Global will have a different capital structure than UGC has. See Description of Liberty Global Capital Stock and Comparison of Rights of Stockholders of LMI, UGC and Liberty Global.

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Outstanding Convertible Notes of UGC

As of December 31, 2004, UGC had outstanding 500,000,000 aggregate principal amount of 3¼% convertible senior notes due April 15, 2024 (which we refer to as the UGC convertible notes). The UGC convertible notes were issued under an indenture dated as of April 6, 2004 between UGC and The Bank of New York, as trustee. The indenture provides that after the consummation of the UGC merger, the note holders will be entitled, subject to the restrictions on convertibility set forth in the indenture, to convert their notes into the number of shares of Liberty Global Series A common stock that they would have received in the UGC merger if they had converted their notes into UGC Class A common stock immediately prior to the UGC merger and had made the stock election. In connection with the mergers, UGC, Liberty Global and the trustee will enter into a supplemental indenture to implement this modification in the conversion right of the UGC convertible notes. In addition, under the indenture the UGC convertible notes will become convertible in connection with the UGC merger unless at least 90% of the aggregate value of the merger consideration (excluding cash payments for fractional share interests) into which the UGC Class A common stock is converted consists of Liberty Global Series A common stock. Hence, whether the UGC convertible notes become convertible in connection with the UGC merger will depend on the amount of cash paid to those UGC stockholders (if any) who make the cash election for their shares of UGC Class A common stock. Under the conversion provisions of the indenture, UGC convertible notes are convertible into, at the option of UGC, (1) shares of UGC Class A common stock at the conversion price of 9.7561 euros per share, (2) an amount in cash determined by multiplying the number of shares of UGC Class A common stock into which the surrendered note is convertible by a measure of the average trading price of UGC Class A common stock for the five trading days following the conversion date, or (3) a combination of such stock and cash. UGC will give the requisite notice under the indenture of any conversion rights accruing to holders of the UGC convertible notes in connection with the UGC merger at least 20 days prior to the anticipated effective date of the UGC merger, and the procedures to be followed to effect conversion. The merger will not constitute a change in control as defined in the indenture, which would have given the note holders the right to require UGC to repurchase the UGC convertible notes at par, plus accrued and unpaid interest.

Listing and Registration

Following the mergers, UGC Class A common stock will be delisted from the Nasdaq National Market and deregistered under the Exchange Act.

Following the mergers, LMI Series A common stock and LMI Series B common stock will be delisted from the Nasdaq National Market and deregistered under the Exchange Act.

It is anticipated that the shares of Liberty Global common stock issuable in connection with the mergers will be registered under the Exchange Act, and it is a condition to the mergers that such shares be authorized for listing on the Nasdaq National Market, subject only to official notice of issuance. [Liberty Global has applied to list its Series A common stock and Series B common stock on the Nasdaq National Market under the symbols [____] and [____] , respectively.]

Reporting Obligations

Following the mergers, each of UGC and LMI will cease to be a reporting company under the Exchange Act.

Liberty Global will become a reporting company under the Exchange Act contemporaneously with the consummation of the mergers.

Effect on Net Book Value and Net Earnings

As the successor entity to LMI, Liberty Global would have experienced, on a pro forma basis (1) an increase in its net book value at September 30, 2004 of \$3,468,637 if the mergers had been consummated at September 30, 2004 and the UGC stockholders elected to receive all stock consideration; and (2) a decrease (increase) to its net loss for the nine months ended September 30, 2004 and the year ended December 31, 2003 of

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(\$148,292,000) and \$991,345,000, respectively, if the mergers had been consummated at January 1, 2003. For additional information, see Liberty Global Unaudited Condensed Pro Forma Combined Financial Statements.

Other

If the mergers are completed, and except as described in this joint proxy statement/prospectus, neither LMI nor Liberty Global has any plans or proposals that relate to or would result in:

any extraordinary transaction, such as a merger, reorganization or liquidation, involving UGC or any of its subsidiaries;

any purchase, sale or transfer of a material amount of assets of UGC or any of its subsidiaries;

the acquisition or disposition by any person of additional securities of UGC; or

any other material change in UGC's corporate structure and business.

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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS

The following is a summary of the U.S. federal income tax consequences of the LMI merger and the UGC merger that are expected to be material to U.S. holders and non-U.S. holders (each as defined below) of LMI common stock and UGC common stock, subject to the limitations below. This summary is included for general information purposes only, is limited to the U.S. federal income tax consequences of the mergers and does not purport to be a complete technical analysis or listing of all potential tax consequences that may be relevant to holders of LMI common stock or UGC common stock. It is not intended to be, nor should it be construed as being, legal or tax advice. For this reason, holders of LMI common stock and UGC common stock should consult their own tax advisors concerning the tax consequences of the mergers. Further, this summary does not address any tax consequences arising under the income or other tax laws of any state, local or foreign jurisdiction or any tax treaties.

This summary is based upon the Internal Revenue Code of 1986, as amended (referred to as the Code), the applicable regulations of the U.S. Treasury Department, and publicly available judicial and administrative rulings and decisions, all as in effect on the date of this joint proxy statement/prospectus, any of which may change, possibly retroactively. Any changes could affect the continuing validity of this summary.

For purposes of this summary, the term U.S. holder means a beneficial owner of shares of LMI common stock or UGC common stock, as applicable, who is:

an individual who is a citizen of the United States or who is resident in the United States for U.S. federal income tax purposes;

a corporation or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized under the laws of the United States, any state thereof or the District of Columbia;

a trust, if either (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (ii) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person; or

an estate that is subject to U.S. federal income tax on its income regardless of its source.

For purposes of this summary, the term non-U.S. holder means a beneficial owner of shares of LMI common stock or UGC common stock, as applicable, that is not treated as a partnership for U.S. federal income tax purposes, and that is not a U.S. holder. For purposes of this summary, an entity that is classified as a partnership for U.S. federal income tax purposes is neither a U.S. holder nor a non-U.S. holder. The U.S. federal income tax treatment of a partnership and its partners depends upon a variety of factors, including the activities of the partnership and the partners. Holders of LMI common stock or UGC common stock that are partnerships for U.S. federal income tax purposes, and partners in any such partnership, should consult their tax advisors concerning the U.S. federal income tax consequences of the mergers.

This summary assumes that LMI stockholders and UGC stockholders hold their shares of LMI common stock and UGC common stock, respectively, as capital assets within the meaning of Section 1221 of the Code at the effective time of the mergers. Further, this summary does not address all aspects of U.S. federal income taxation that may be relevant to LMI stockholders or UGC stockholders in light of their particular circumstances or that may be applicable to them if they are subject to special treatment under the U.S. federal income tax laws, including if an LMI stockholder or UGC stockholder is:

a financial institution or thrift;

a tax-exempt organization;

an S corporation or other pass-through entity or an owner thereof;

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- an entity taxable as a partnership for U.S. federal income tax purposes or an owner thereof;
- an insurance company;
- a mutual fund;
- a dealer in stocks and securities or foreign currencies;
- a trader or an investor in LMI common stock or UGC common stock who elects the mark-to-market method of accounting for such stock;
- a stockholder who received LMI common stock or UGC common stock from the exercise of employee stock options, from an employee stock purchase plan or otherwise as compensation;
- a stockholder who received LMI common stock or UGC common stock from a tax-qualified retirement plan, individual retirement account or other qualified savings account;
- a U.S. holder that has a functional currency other than the U.S. dollar;
- an expatriate or former long-term resident of the United States; or
- a stockholder who holds LMI common stock or UGC common stock as part of a hedge against currency risk, straddle or a constructive sale or conversion transaction or other risk reduction or integrated investment transaction.

Further, this summary does not address the U.S. federal income tax consequences to any holder that actually or constructively owns both LMI common stock and UGC common stock, or to any holder of options or warrants to purchase LMI, UGC or Liberty Global common stock.

This summary does not address tax consequences that may vary with, or are contingent upon, individual circumstances, including without limitation alternative minimum tax consequences, and does not address tax consequences to persons who exercise appraisal rights. Moreover, it does not address any non-income tax or any foreign, state or local tax consequences of the mergers. Tax matters are very complicated, and the tax consequences of the mergers to LMI stockholders and UGC stockholders will depend upon the facts of the individual stockholder's particular situation. Accordingly, LMI stockholders and UGC stockholders are strongly urged to consult with a tax advisor to determine the particular federal, state, local or foreign income or other tax consequences of the mergers.

Tax Opinions

It is a non-waivable condition of the LMI merger that LMI receive an opinion from Baker Botts L.L.P., counsel to LMI, or another nationally recognized law firm, dated the closing date, to the effect that, for U.S. federal income tax purposes:

- the LMI merger will qualify as a reorganization within the meaning of Section 368(a) of the Code;
- no gain or loss will be recognized by Liberty Global, LMI, any wholly owned subsidiary of LMI that owns shares of UGC common stock, or UGC as a result of the LMI merger or the UGC merger; and

no gain or loss will be recognized by the stockholders of LMI with respect to shares of LMI common stock converted solely into Liberty Global common stock as a result of the LMI merger.

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It is a non-waivable condition of the UGC merger that UGC receive an opinion from a nationally recognized law firm, dated the closing date, to the effect that, for U.S. federal income tax purposes:

when viewed as a collective whole with the LMI merger, the conversion of shares of UGC common stock into shares of Liberty Global Series A common stock that is effected pursuant to the UGC merger will qualify as an exchange within the meaning of Section 351 of the Code;

no gain or loss will be recognized by Liberty Global or UGC as a result of the UGC merger; and

no gain or loss will be recognized by the stockholders of UGC with respect to shares of UGC common stock converted solely into Liberty Global Series A common stock pursuant to the UGC merger.

These opinions, which will be provided by Baker Botts L.L.P. and Holme Roberts & Owen LLP, respectively, will not address all of the U.S. federal income tax consequences relating to the mergers. Specifically, for example, the opinion concerning the recognition of gain or loss by stockholders of UGC does not address the receipt of cash by UGC stockholders, whether received as a result of a cash election or for fractional shares.

These opinions will be based upon factual representations and covenants, including those contained in letters provided by Liberty Global, LMI, UGC and/or others, and upon specified assumptions, and will assume that the mergers will be completed according to the terms of the merger agreement and that there will be no material changes in existing facts or in law. Any inaccuracy or change in the representations, covenants or assumptions upon which the opinions are based could alter the conclusions reached in the opinions.

The opinions to be delivered by Baker Botts L.L.P. and by Holme Roberts & Owen LLP will neither bind the Internal Revenue Service nor preclude the Internal Revenue Service from challenging the conclusions set forth therein, nor preclude a court from adopting a contrary position. Neither Liberty Global, LMI nor UGC intends to obtain a ruling from the Internal Revenue Service regarding the tax consequences of the mergers.

U.S. Federal Income Tax Consequences of the LMI Merger

LMI has received the opinion of Baker Botts L.L.P. that the discussion under this heading, U.S. Federal Income Tax Consequences of the LMI Merger, is accurate in all material respects. This opinion is subject to the qualifications, assumptions and limitations referenced and summarized above under the heading Material United States Federal Income Tax Consequences of the Mergers and those summarized below under this heading, and is conditioned upon the accuracy of the representations, covenants and assumptions upon which the opinion is based. The opinion is included as an exhibit to the registration statement on Form S-4 of Liberty Global being filed in connection with the mergers. **The following summary of the U.S. federal income tax consequences of the LMI merger assumes that the LMI merger will qualify as a reorganization described in Section 368(a) of the Code, as described above under Tax Opinions.**

U.S. Federal Income Tax Consequences to U.S. Holders and Non-U.S. Holders of LMI Common Stock

U.S. holders and non-U.S. holders of LMI common stock will not recognize gain or loss as a result of the receipt of Liberty Global common stock in the LMI merger in exchange for their LMI common stock. The aggregate tax basis of the Liberty Global common stock received by an LMI stockholder will be equal to the LMI stockholder's aggregate tax basis of the LMI common stock surrendered, and the holding period of the Liberty Global common stock received by an LMI stockholder will include the LMI stockholder's holding period of the LMI common stock surrendered.

Holders of LMI common stock will be required to file with their U.S. federal income tax return for the taxable year in which the LMI merger occurs a statement setting forth certain facts relating to the LMI merger, including their tax

basis in the shares of LMI common stock exchanged in the LMI merger and the number of shares of Liberty Global common stock received in the LMI merger. Holders of LMI common stock must also keep a

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permanent record of such facts relating to the exchange of their LMI common stock for Liberty Global common stock pursuant to LMI merger.

U.S. Federal Income Tax Consequences of the UGC Merger

UGC has received the opinion of Holme Roberts & Owen LLP that the discussion under this heading, U.S. Federal Income Tax Consequences of the UGC Merger, accurately summarizes the U.S. federal income tax consequences of the UGC merger that are expected to be material to U.S. holders and non-U.S. holders of UGC common stock. This opinion is subject to the qualifications, assumptions and limitations referenced and summarized above under the heading Material United States Federal Income Tax Consequences of the Mergers and those summarized below under this heading, and is conditioned upon the accuracy of the representations, covenants and assumptions upon which such opinion is based. The opinion is included as an exhibit to the registration statement on Form S-4 of Liberty Global being filed in connection with the mergers. **The following summary of the U.S. federal income tax consequences of the UGC merger assumes that the conversion of shares of UGC common stock into Liberty Global common stock that is effected pursuant to the UGC merger will qualify as an exchange within the meaning of Section 351 of the Code, as described above under Tax Opinions.**

U.S. Federal Income Tax Consequences to U.S. Holders of UGC Common Stock

U.S. Holders of UGC Common Stock Who Receive Only Liberty Global Common Stock (and Cash for Fractional Shares) in the UGC Merger. A U.S. holder of UGC common stock who receives solely Liberty Global common stock in exchange for UGC common stock surrendered in the UGC merger (and, as applicable, cash for fractional shares) will not recognize gain or loss as a result of the receipt of Liberty Global common stock, except to the extent that cash is received instead of fractional shares. The aggregate tax basis of the Liberty Global common stock received by a UGC stockholder will be equal to the UGC stockholder's aggregate tax basis of the UGC common stock surrendered, excluding the tax basis allocated to fractional shares, and the holding period of the Liberty Global common stock received by a UGC stockholder will include the UGC stockholder's holding period of the UGC common stock surrendered. If a UGC stockholder receives cash instead of fractional shares, the UGC stockholder will be treated as recognizing capital gain or loss equal to the difference between the amount of cash received with respect to the fractional shares and the ratable portion of the UGC stockholder's tax basis in the UGC common stock which is surrendered in the UGC merger and which is allocated to such fractional shares. Any capital gain or loss will be long-term capital gain or loss if the UGC stockholder's holding period in such UGC common stock is more than one year as of the closing date of the UGC merger. For non-corporate U.S. holders, long-term capital gain generally will be taxed at a maximum U.S. federal income tax rate of 15%. The deductibility of capital losses is subject to limits.

U.S. Holders of UGC Common Stock Who Receive Cash and Liberty Global Common Stock in the UGC Merger. A U.S. holder of UGC common stock who receives a combination of Liberty Global common stock and cash in exchange for UGC common stock surrendered in the UGC merger will recognize capital gain, but not capital loss, realized in the UGC merger (subject to the discussion below under Possible Dividend Treatment). The amount of capital gain recognized by the U.S. holder of UGC common stock generally will be calculated separately for each block of UGC common stock surrendered (i.e., shares of UGC common stock that have the same tax basis and holding period) and will be equal to the lesser of:

the amount of gain realized in respect of such block, i.e., the excess (if any) of (x) the sum of the amount of cash and the fair market value of the Liberty Global common stock received that is allocable to such block of UGC common stock surrendered in the UGC merger over (y) the tax basis of such block; and

the amount of cash that is allocable to such block.

For this purpose, the cash and the Liberty Global common stock received by a UGC stockholder generally will be allocated among the blocks of UGC common stock surrendered in the UGC merger proportionately based upon the fair market values of such blocks of UGC common stock. Because no loss will be recognized, a UGC

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stockholder will not be able to offset gain recognized on one block of UGC common stock by loss attributable to another block. The capital gain, if any, attributable to a block of UGC common stock will be long-term capital gain if the UGC stockholder's holding period in the block of UGC common stock is more than one year as of the closing date of the UGC merger. For non-corporate U.S. holders, long-term capital gain generally will be taxed at a maximum U.S. federal income tax rate of 15%.

The aggregate tax basis of the Liberty Global common stock received by a U.S. holder of UGC common stock in the UGC merger will be equal to the UGC stockholder's aggregate tax basis in the UGC common stock surrendered, decreased by the amount of cash received by the UGC stockholder and increased by the amount of gain recognized by the UGC stockholder in connection with the UGC merger. A UGC stockholder's holding period for the Liberty Global common stock received in exchange for UGC common stock will include the holding period for the UGC common stock surrendered. U.S. holders of multiple blocks of UGC common stock are urged to consult their tax advisors concerning the determination of the tax basis and holding period for the Liberty Global common stock received in the UGC merger.

U.S. Holders of UGC Common Stock Who Receive Only Cash in the UGC Merger. A U.S. holder of UGC common stock who receives solely cash in exchange for the holder's UGC common stock surrendered in the UGC merger will recognize capital gain or loss equal to the difference between the amount of cash received by the UGC stockholder and the holder's tax basis of the UGC common stock surrendered (subject to the discussion below under **Possible Dividend Treatment**). Gain or loss must be calculated separately for each block of UGC common stock (i.e., shares of UGC common stock that have the same tax basis and holding period). Such gain or loss will be long-term capital gain or loss if the UGC stockholder's holding period in such UGC common stock is more than one year as of the closing date of the UGC merger. For non-corporate U.S. holders, long-term capital gain generally will be taxed at a maximum U.S. federal income tax rate of 15%. The deductibility of capital losses is subject to limits.

Possible Dividend Treatment. It is possible that cash received in the UGC merger as a result of a cash election could be subject to taxation under the rules of Section 304 of the Code. If Section 304 were to apply, holders of UGC common stock would be treated as having exchanged a portion of their UGC common stock for Liberty Global common stock in a tax-free exchange under Section 351(a) of the Code (to the extent that they receive Liberty Global common stock in the UGC merger), and as having exchanged the remaining portion of their shares of UGC common stock for cash. The cash received would be treated as a distribution that, depending upon the circumstances of the holder of the UGC common stock and the earnings and profits of Liberty Global and UGC, would be taxable either as a dividend or as a payment received in exchange for the UGC common stock. There is some uncertainty about whether Section 304 applies in the circumstances of the UGC merger because its application depends upon the interpretation of certain provisions of Section 304 and the facts and circumstances existing at the time of the UGC merger, and we cannot provide any assurance that the rules of Section 304 will not apply to a UGC stockholder who makes a cash election. If Section 304 were to apply, and if the cash were taxable as a dividend (generally taxable at a maximum rate of 15% for U.S. federal income tax purposes), the U.S. holder of the UGC common stock would not be able to reduce the amount taxable by the amount of the U.S. holder's tax basis allocable to the portion of the shares of UGC common stock exchanged for cash. Dividend treatment would generally not apply to holders of UGC common stock that receive solely cash in exchange for their UGC common stock and that do not actually or constructively own any stock of Liberty Global or UGC (under specified attribution rules) after giving effect to the UGC merger.

Reporting Requirements. Holders of UGC common stock will be required to file with their U.S. federal income tax return for the taxable year in which the UGC merger occurs a statement setting forth certain facts relating to the UGC merger, including their tax basis in the shares of UGC common stock exchanged in the UGC merger and the number of shares of Liberty Global common stock and the amount of cash received in the UGC merger. Holders of UGC common stock must also keep a permanent record of such facts relating to the exchange of their UGC common stock for Liberty Global common stock and/or cash pursuant to UGC merger.

U.S. Federal Income Tax Consequences to Non-U.S. Holders of UGC Common Stock

Scope of Discussion With Respect to Non-U.S. Holders. As previously stated, this summary does not address the U.S. federal income tax consequences to stockholders that are subject to special rules. With respect to a UGC stockholder who is a non-U.S. holder, this summary also does not apply to (1) a UGC stockholder that holds

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its UGC common stock in connection with a trade or business conducted in the United States or in connection with an office or fixed place of business located in the United States; or (2) a UGC stockholder that is affected by the provisions of an income tax treaty to which the United States is a party. This summary also does not address currency exchange issues. **Any non-U.S. holder that may be subject to any of these tax rules is urged to consult his or her own tax advisor to determine the tax consequences to him or her of the UGC merger.**

The tax consequences to non-U.S. holders of UGC common stock could be materially different if UGC or Liberty Global are or have previously been a U.S. real property holding corporation as of the closing date of the UGC merger, and certain exemptions do not apply. We do not believe that UGC or Liberty Global will be or will have previously been a U.S. real property holding corporation as of the closing date of the UGC merger, and therefore, such tax consequences are not discussed below.

Non-U.S. Holders of UGC Common Stock Who Receive Only Liberty Global Common Stock (and Cash for Fractional Shares) in the UGC Merger. A non-U.S. holder of UGC common stock that receives only Liberty Global common stock (and, as applicable, cash for fractional shares) in exchange for UGC common stock surrendered in the UGC merger will not be subject to U.S. federal income or withholding tax, except with respect to any cash received instead of fractional shares. A non-U.S. holder of UGC common stock generally will not be subject to U.S. federal income or withholding tax with respect to cash received instead of fractional shares unless such UGC stockholder is an individual that is present in the United States for 183 days or more in the taxable year of the UGC merger and certain other conditions are met.

Non-U.S. Holders of UGC Common Stock Who Elect to Receive Cash. A non-U.S. holder of UGC common stock that receives either a combination of Liberty Global common stock and cash in the UGC merger, or solely cash in the UGC merger will not be subject to U.S. federal income tax with respect to any shares of Liberty Global common stock or cash received in the UGC merger unless either (i) such non-U.S. holder is an individual that is present in the United States for 183 days or more in the taxable year of UGC merger and certain other conditions are met or (ii) the cash received in the UGC merger is taxable as a dividend as described above under U.S. Federal Income Tax Consequences to U.S. Holders of UGC Common Stock Possible Dividend Treatment.

If a non-U.S. holder of UGC common stock is an individual that is present in the United States for 183 days or more in the taxable year of UGC merger, and if certain other conditions are met, such non-U.S. holder will be subject to U.S. federal income tax at a rate of 30% (unless otherwise reduced by treaty) on all or part of the gain attributable to the UGC common stock. For a non-U.S. holder of UGC common stock who receives both Liberty Global common stock and cash in the UGC merger, the gain subject to tax will be calculated as described under U.S. Federal Income Tax Consequences to U.S. Holders of UGC Common Stock U.S. Holders of UGC Common Stock Who Receive Cash and Liberty Global Common Stock in the UGC Merger. For a non-U.S. holder of UGC common stock who receives only cash in the UGC merger, the gain subject to tax will be calculated as described under U.S. Federal Income Tax Consequences to U.S. Holders of UGC Common Stock U.S. Holders of UGC Common Stock Who Receive Only Cash in the UGC Merger.

If the receipt of cash is taxable as a dividend, a non-U.S. holder of UGC common stock will be subject to U.S. federal income tax at a rate of 30%, unless the tax rate is reduced by treaty. In addition, to ensure payment of the income tax, Liberty Global or any exchange agent is required to withhold tax at a rate of 30% (or a lower rate as may be specified by treaty) on dividend payments to non-U.S. holders. Amounts withheld are creditable against the U.S. federal income taxes owing by non-U.S. holders. Taxes that have been withheld are not refundable by Liberty Global or the exchange agent, although the taxpayer may be able to claim a refund from the Internal Revenue Service if the amounts withheld exceed the tax due. **Due to the uncertainties about whether all or any portion of the cash payments will be taxable as a dividend, Liberty Global or the exchange agent expects to withhold tax at the required rate on all payments of cash to non-U.S. holders of UGC common stock (other than payments for**

fractional shares).

Backup Withholding and Information Reporting

In general, information reporting requirements will apply with respect to cash received pursuant to a cash election or in lieu of fractional shares by a U.S. holder in connection with the UGC merger. This information reporting obligation, however, does not apply with respect to certain U.S. holders, including corporations, tax-

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exempt organizations, qualified pension and profit sharing trusts, and individual retirement accounts. In the event that a U.S. holder subject to the reporting requirements fails to supply its correct taxpayer identification number in the manner required by applicable law or is notified by the Internal Revenue Service that it has failed to properly report payments of interest and dividends, a backup withholding tax (at a rate that is currently 28%) generally will be imposed on the amount of the cash received pursuant to a cash election or in lieu of fractional shares. A U.S. holder may generally credit any amounts withheld under the backup withholding provisions against its U.S. federal income tax liability, and, as a result, may entitle the U.S. holder to a refund, provided the required information is furnished to the Internal Revenue Service. Such amounts, once withheld, are not refundable by Liberty Global or the exchange agent.

In general, information and backup withholding will apply with respect to cash received by a non-U.S. holder in connection with the UGC merger unless the non-U.S. holder certifies as to its non-U.S. status under penalties of perjury or otherwise establishes an exemption.

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THE TRANSACTION AGREEMENTS

Merger Agreement

The following is a summary of the material terms of the merger agreement. This summary may not contain all of the information that is important to you. It is qualified in its entirety by reference to the merger agreement, a copy of which is included as Appendix B and is incorporated herein by reference. You should read the merger agreement because it, and not this document, is the legal document that governs the terms of the mergers and will give you a more complete understanding of the mergers.

Structure of the Mergers

To effect the combination of LMI and UGC, a new company, Liberty Global, Inc. was formed with two wholly owned subsidiaries, Cheetah Acquisition Corp., which we refer to as LMI merger sub, and Tiger Global Acquisition Corp., which we refer to as UGC merger sub. At the effective time of the mergers:

LMI merger sub will merge with and into LMI, and LMI will be the surviving corporation in that merger; and

UGC merger sub will merge with and into UGC, and UGC will be the surviving corporation in that merger.

As a result of the mergers described above and the conversion and exchange of securities described below, LMI will become a direct wholly owned subsidiary of Liberty Global and UGC will become an indirect wholly owned subsidiary of Liberty Global. Following the mergers, Liberty Global will own directly 46.4% of the common stock of UGC and indirectly through Liberty Global's wholly owned subsidiary LMI 53.6% of the common stock of UGC (based upon outstanding UGC share information as of December 31, 2004). See Conversion of Outstanding Shares of Common Stock of LMI and UGC below.

Effective Time of the Mergers and Timing of Closing

LMI and UGC will file certificates of merger with the Delaware Secretary of State on the second business day after the day on which the last condition to completing the merger is satisfied or, where permissible, waived or at such other time as LMI and UGC may agree. The LMI merger and the UGC merger will become effective at the time and on the date on which those documents are filed, or later if the parties so agree and specify in those documents, provided that the LMI merger and the UGC merger will become effective at the same time. The time that the LMI merger and the UGC merger become effective is referred to as the effective time of the mergers.

We cannot assure you when, or if, all the conditions to completion of the mergers will be satisfied or, where permissible, waived. See Conditions to Completion of the Mergers. The parties intend to complete the mergers as promptly as practicable, subject to receipt of the requisite approvals of the LMI stockholders and the UGC stockholders to the merger proposal.

Conversion of Outstanding Shares of Common Stock of LMI and UGC

LMI. At the effective time of the LMI merger:

each share of LMI Series A common stock issued and outstanding immediately prior to the effective time of the mergers will be converted into the right to receive one share of Liberty Global Series A common stock;

each share of LMI Series B common stock issued and outstanding immediately prior to the effective time of the mergers will be converted into the right to receive one share of Liberty Global Series B common stock;

and

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each share of common stock of LMI merger sub issued and outstanding immediately prior to the effective time of the mergers will be converted into one share of common stock of LMI as the surviving corporation in the LMI merger.

UGC. At the effective time of the UGC merger:

each share of UGC common stock (other than shares of UGC common stock held by LMI or any of its wholly owned subsidiaries) will be converted into the right to receive 0.2155 of a share of Liberty Global Series A common stock plus cash in lieu of any fractional shares, *unless* the holder thereof has validly made and not validly revoked an election to have such share of UGC common stock converted into \$9.58 in cash, subject to certain limitations described in UGC Stockholders Making Stock and Cash Elections; Proration below;

each share of UGC common stock held by LMI or any of its wholly owned subsidiaries will be converted into the right to receive one share of the same class of common stock of UGC; and

the issued and outstanding shares of common stock of UGC merger sub will be converted into a number of shares of each class of common stock of UGC, as the surviving corporation in the UGC merger, that is identical to the number of shares of the same class of UGC common stock that are converted into the right to receive Liberty Global Series A common stock and/or cash in the UGC merger.

For information on how holders of UGC common stock can elect to receive Liberty Global Series A common stock and/or cash in the UGC merger, see UGC Stockholders Making Stock and Cash Elections; Proration below.

The rights pertaining to Liberty Global common stock will be the same in all material respects as the rights pertaining to LMI common stock, because the restated certificate of incorporation and bylaws of Liberty Global in effect immediately after the completion of the mergers will be substantially similar to the current restated certificate of incorporation and bylaws of LMI. For a description of Liberty Global's common stock, see Description of Liberty Global Capital Stock, and for a description of the comparative rights of holders of LMI common stock, UGC common stock and Liberty Global common stock, see Comparison of the Rights of Stockholders of LMI, UGC and Liberty Global.

If, before the effective time of the mergers, the outstanding shares of LMI common stock and/or UGC common stock are changed into a different number of shares as a result of a stock split, stock dividend or other reclassification or exchange, an appropriate adjustment will be made to the consideration to be received in the mergers to provide the holders of LMI and UGC common stock the same economic effect as contemplated by the merger agreement.

UGC Stockholders Making Stock and Cash Elections; Proration

UGC stockholders are receiving a form of election with this joint proxy statement/prospectus for making cash and stock elections. Any UGC stockholder who became a UGC stockholder after the record date for the UGC special meeting, or who did not otherwise receive a form of election, should contact the exchange agent to obtain a form of election. UGC stockholders who vote against the merger proposal are still entitled to make elections with respect to their shares. The form of election allows holders of UGC common stock to make cash or stock elections for some or all of their shares of UGC common stock. If a holder or the holder's affiliates are the registered holders of shares of UGC common stock represented by more than one certificate or held in more than one account, the holder may also specify on the form of election how to allocate cash consideration, if any, among those shares of UGC common stock. **Shares of UGC common stock as to which the holder has not made a valid election prior to the election deadline, including as a result of revocation, will be treated as though the holder made an election to receive the stock consideration for all shares with respect to which no valid election was made prior to the election deadline.**

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LMI stockholders do not need to make an election since each outstanding share of LMI common stock will be converted into one share of the corresponding series of Liberty Global common stock, with no cash option available.

The U.S. federal income tax consequences of the UGC merger to each UGC stockholder will depend upon whether the UGC stockholder receives cash or stock of Liberty Global, or a combination of cash and stock, in exchange for his or her shares of UGC common stock. However, at the time that a UGC stockholder is required to make a cash or stock election, the UGC stockholder will not know if, and to what extent, the proration procedures described below will change the mix of consideration that he or she will receive in the UGC merger. As a result of the proration, among other reasons, at the time that a UGC stockholder is required to make a cash or stock election, the UGC stockholder will not know the tax consequences to him or her with certainty. For more information regarding the tax consequences of the UGC merger to the UGC stockholders, please see Material United States Federal Income Tax Consequences of the Mergers U.S. Federal Income Tax Consequences of the UGC Merger.

Exchange Agent. EquiServe Trust Company N.A. will serve as the exchange agent for purposes of effecting the election and proration procedures.

Election Deadline. The election deadline will be 5:00 p.m., New York City time, on [___] 2005. If the completion of the mergers is anticipated to occur more than four business days after [___], 2005, LMI and UGC will publicly announce, by issuing a press release to the Dow Jones News Service by 9:00 a.m. on the business day immediately following the initial election deadline, the anticipated effective date of the mergers, which will not be earlier than the fourth business day after the date of the press release. The new election deadline will be 5:00 p.m., New York City time, on the second business day preceding the anticipated effective date of the mergers.

Form of Election. The form of election must be properly completed and signed and accompanied by certificates representing all of the shares of UGC common stock covered by the form of election, duly endorsed in blank or otherwise in a form acceptable for transfer on UGC's books (or appropriate evidence as to the loss, theft or destruction, appropriate evidence as to the ownership of that certificate by the claimant, and appropriate and customary indemnification, as described in the form of election).

In order to make a cash or stock election, the properly completed and signed form of election, together with the UGC stock certificates, must be actually received by the exchange agent at or prior to the election deadline in accordance with the instructions in the form of election.

If shares of UGC common stock are held in street name, to make an election the beneficial owner should contact his or her broker, bank or other nominee and follow their instructions as to how to make their election.

Inability to Sell Shares as to which an Election is Made. Stockholders who have made elections will be unable to sell their shares of UGC common stock after making the election, unless the election is properly revoked before the election deadline or the merger agreement is terminated.

Election Revocation and Changes. Generally, an election may be revoked or changed with respect to all or a portion of the shares of UGC common stock covered by the election by the holder who submitted the applicable form of election, but only by written notice received by the exchange agent prior to the election deadline. If an election is validly revoked, or the merger agreement is terminated, the exchange agent will promptly return the related stock certificates (or book-entry shares) to the stockholder who submitted them. UGC stockholders will not be entitled to revoke or change their elections following the election deadline. As a result, UGC stockholders who have made elections will be unable to revoke their elections or sell their shares of UGC common stock during the interval between the election deadline and the date of completion of the mergers.

Shares of UGC common stock as to which the holder has not made a valid election prior to the election deadline, including as a result of revocation, will be deemed non-electing shares. If it is determined that any purported cash election or stock election was not properly made, the purported election will be deemed to be of no force or effect and the holder making the purported election will be deemed not to have made an election for these purposes, unless a proper election is subsequently made on a timely basis.

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Non-Electing Holders. UGC stockholders who make no election to receive cash consideration or stock consideration in the UGC merger, whose elections are not received by the exchange agent by the election deadline, or whose forms of election are improperly completed or are not signed or not accompanied by the shares of UGC common stock to which they relate will be deemed not to have made an election. UGC stockholders not making an election in respect of their shares of UGC common stock will be deemed to have made an election to receive only Liberty Global common stock, and not to receive any cash (other than cash in lieu of fractional shares), for the shares of UGC common stock held by such stockholder.

Proration Procedures. UGC stockholders should be aware that cash elections they make may be subject to the proration procedures provided in the merger agreement. Regardless of the cash or stock elections made by UGC stockholders, these procedures are designed to ensure that the total cash consideration paid (exclusive of cash paid for fractional shares) represents no more than 20% of the aggregate value of the merger consideration payable to UGC stockholders (other than those stockholders who are Permitted Holders under UGC's indenture with respect to the UGC convertible notes). Accordingly, the proration procedures described below will be triggered if the number of shares of UGC common stock as to which a valid cash election is made and not revoked exceeds a number we refer to as the UGC share threshold number. Under the merger agreement, the UGC share threshold number is equal to (rounded down to the nearest whole number):

$$\begin{array}{l} \text{Last sales price of a share of LMI Series A} \\ \text{common stock on the trading day immediately} \\ \text{prior to the effective time of the mergers} \end{array} \times 0.2155 \times \begin{array}{l} \text{Outstanding shares of UGC Class A stock} \\ \text{(other than} \\ \text{shares held by Permitted Holders)} \\ \text{immediately prior} \\ \text{to the effective time of the mergers} \end{array}$$

$$38.32 + \left(\begin{array}{l} \text{Last sales price of a share of LMI Series A} \\ \text{common stock on the trading day immediately} \\ \text{prior to the effective time of the mergers} \end{array} \times 0.2155 \right)$$

If the total number of shares of UGC common stock as to which cash elections are validly made and not validly revoked is greater than the UGC share threshold number, then each UGC stockholder who validly made and did not validly revoke a cash election will be entitled to receive \$9.58 in cash per share with respect to that number of shares of UGC common stock equal to (rounded down to the nearest whole number):

$$\begin{array}{l} \text{Number of shares of UGC common stock held} \\ \text{by} \\ \text{such stockholder as to which a cash election is} \\ \text{validly made and not validly revoked} \end{array} \times \frac{\text{UGC share threshold number}}{\text{Total number of shares of UGC common stock} \\ \text{as to which cash} \\ \text{elections are validly made and not validly} \\ \text{revoked.}}$$

The remaining number of such UGC stockholder's shares as to which such stockholder validly makes and does not validly revoke a cash election will be converted, on a per share basis, into the right to receive 0.2155 of a share of Liberty Global Series A common stock.

By way of illustration, assume that the last sales price of a share of LMI Series A common stock on the day immediately prior to the closing date is \$44.11, the number of outstanding shares of UGC Class A common stock

(other than shares held by Permitted Holders) is 363,056,129 (based upon currently available share information for UGC) and the number of shares of UGC common stock as to which a valid cash election is made and not revoked is 100,000,000, which exceeds the UGC share threshold number of 72,160,033.

In this example, if you own 500 shares of UGC common stock and make a valid cash election with respect to all of those shares, then you would receive \$3,448.80 in cash for 360 of your shares of UGC common stock and 30 shares of Liberty Global Series A common stock for your remaining shares of UGC common stock (plus cash in lieu of any fractional share interest).

Each UGC stockholder who properly elected, or was deemed to have elected, to receive the stock consideration will receive 0.2155 of a share of Liberty Global Series A common stock for each share of UGC common stock with respect to which such election was made or deemed to have been made, plus cash in lieu of any fractional share interest.

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None of Liberty Global, LMI or UGC is making any recommendation as to whether UGC stockholders should elect to receive cash consideration or stock consideration in the UGC merger. UGC stockholders must make their own decision with respect to such election.

No guarantee can be made that a UGC stockholder will receive the amount of cash consideration it elects. As a result of the proration procedures, UGC stockholders may receive cash consideration in amounts that are different from the amounts they elect to receive. Because the value of the stock consideration and cash consideration may differ, UGC stockholders may receive consideration having an aggregate value less than what they elected to receive.

Conversion of Shares; Exchange of Certificates; Dividends; Withholding

Conversion and Exchange of Shares. The conversion of LMI shares and shares of UGC common stock into the right to receive the applicable merger consideration will occur automatically at the effective time of the mergers. The exchange agent will, as soon as reasonably practicable after the effective time of the mergers, exchange certificates (or book-entry shares) representing shares of LMI and UGC common stock for the applicable merger consideration to be received in the mergers pursuant to the terms of the merger agreement.

Letter of Transmittal. Promptly after the completion of the mergers, the exchange agent will send a letter of transmittal to those persons who were record holders of shares of LMI common stock at the effective time of the LMI merger and record holders of shares of UGC common stock at the effective time of the UGC merger who have not previously submitted a form of election (or validly revoked their form of election and did not resubmit a form of election by the election deadline) or have not properly surrendered shares of UGC common stock to the exchange agent. This mailing will contain instructions on how to surrender shares of LMI common stock and shares of UGC common stock in exchange for the applicable merger consideration the holder is entitled to receive under the merger agreement. When you deliver your LMI stock certificates or UGC stock certificates to the exchange agent along with a properly executed letter of transmittal and any other required documents, your stock certificates will be canceled.

Except for UGC stockholders who submit their UGC stock certificates with the form of election to the exchange agent, do not submit your LMI or UGC shares for exchange until you receive the transmittal instructions and letter of transmittal from the exchange agent.

If a certificate for LMI common stock or UGC common stock has been lost, stolen or destroyed, the exchange agent will issue the applicable merger consideration properly payable under the merger agreement upon compliance by the applicable stockholder with the replacement requirements established by the exchange agent.

Fractional Shares. You will not receive fractional shares of Liberty Global common stock in connection with the UGC merger. Instead, each holder of shares of UGC common stock exchanged in the UGC merger who would otherwise have received a fraction of a share of Liberty Global common stock will receive cash in an amount determined by multiplying the fractional interest to which such holder would otherwise be entitled by the closing price for a share of LMI Series A common stock as reported on the Nasdaq National Market on the last trading day immediately preceding the effective time of the mergers. Because each share of LMI common stock is being exchanged for a share of the corresponding series of Liberty Global common stock on a one-for-one basis, no fractional shares will arise as a result of that exchange.

Dividends and Distributions. Until LMI shares or UGC shares are surrendered for exchange, any dividends or other distributions declared after the effective time of the mergers with respect to shares of Liberty Global common stock into which shares of LMI common stock or shares of UGC common stock may have been converted will accrue but will not be paid. Liberty Global will pay to former LMI stockholders and UGC stockholders any unpaid dividends or

other distributions, without interest, only after they have duly surrendered their LMI shares or UGC shares. After the effective time of the mergers, there will be no transfers on the stock transfer books of LMI or UGC of any shares of LMI common stock or shares of UGC common stock, respectively. If LMI shares or UGC shares are presented for transfer after the completion of the mergers, they will be cancelled and exchanged for the applicable merger consideration into which such shares have been converted pursuant to the merger agreement.

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Withholding. Liberty Global and the exchange agent will be entitled to deduct and withhold from the merger consideration payable to any LMI stockholder or UGC stockholder the amounts it is required to deduct and withhold under the Code or any provision of any state, local or foreign tax law. If Liberty Global or the exchange agent withholds any amounts, these amounts will be treated for all purposes as having been paid to the stockholders from whom they were withheld. See Material United States Federal Income Tax Consequences of the Mergers.

Treatment of Stock Options and Other Awards

LMI Stock Options and Other Awards. Each outstanding option to purchase shares of LMI common stock will be converted into an option to purchase the same number of shares of the corresponding series of Liberty Global common stock at an exercise price per share equal to the exercise price per share of the LMI common stock subject to the option immediately prior to the effective time of the mergers and will continue to be governed by its applicable terms. Each outstanding stock appreciation right, if any, with respect to shares of any series of LMI common stock outstanding immediately prior to the effective time of the mergers will be converted into a stock appreciation right with respect to the same number of shares of the corresponding series of Liberty Global common stock as such converted LMI stock appreciation right, at an exercise price or base price per stock appreciation right equal to the exercise or base price of such converted LMI stock appreciation right immediately prior to the effective time of the mergers. In addition, each outstanding restricted share of LMI common stock outstanding immediately prior to the effective time of the mergers will be converted into one restricted share of the corresponding series of Liberty Global common stock, and will remain subject to the same restrictions applicable to such restricted share of LMI common stock as in effect immediately prior to the effective time of the mergers.

UGC Stock Options and Other Awards. Each outstanding option to purchase shares of UGC common stock will be converted into an option to purchase the number of shares of Liberty Global Series A common stock determined by multiplying the number of UGC common shares subject to the option immediately prior to the effective time of the mergers by 0.2155 and rounding the resulting number down to the nearest whole number. The exercise price per share of UGC common stock for each of the converted UGC options will be the exercise price per share of UGC common stock applicable to that option immediately prior to the effective time of the mergers divided by 0.2155, rounded up to the nearest whole cent. The UGC converted options will generally have the same terms and conditions as were applicable under the UGC option plan pursuant to which such option was granted. Each outstanding stock appreciation right with respect to shares of UGC common stock immediately prior to the effective time of the mergers will be converted into a stock appreciation right with respect to that number of shares of Liberty Global Series A common stock equal to the number of shares of UGC common stock that were subject to such converted UGC stock appreciation right immediately prior to the effective time of the mergers multiplied by 0.2155, rounded down to the nearest whole number. The exercise or base price per stock appreciation right of the related converted UGC stock appreciation right will be equal to:

in the case of a UGC stock appreciation right issued in tandem with, and at the same base or exercise price as, a UGC option, the base or exercise price per share of the related converted UGC option; and

in the case of a free standing UGC stock appreciation right or a UGC stock appreciation right issued in tandem with, and at a different base or exercise price as, a UGC option, the amount determined by dividing the base or exercise price per share of such UGC stock appreciation right immediately prior to the effective time of the mergers by 0.2155, rounded up to the nearest whole cent.

In addition, each outstanding restricted share of UGC common stock will be converted into 0.2155 of a restricted share of Liberty Global Series A common stock, with the total number of shares for each holder rounded down to the nearest whole number, and will remain subject to the same restrictions applicable to such restricted share of UGC common stock as in effect immediately prior to the effective time of the mergers.

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Conditions to Completion of the Mergers

Conditions to Each Company's Obligation to Effect the Mergers. The obligations of LMI and UGC to complete the mergers are subject to the satisfaction or, if applicable, waiver of the following conditions:

the approval by LMI stockholders and UGC stockholders, respectively, of the merger agreement and the LMI merger and UGC merger, respectively;

the approval of the merger agreement and the UGC merger by the holders of a majority of the aggregate voting power of the outstanding shares of UGC common stock entitled to vote at the UGC special meeting, exclusive of any shares of UGC common stock beneficially owned by LMI, Liberty or any of their respective subsidiaries or any of the executive officers or directors of LMI, Liberty or UGC, which condition we refer to as the minority approval and which condition is non-waivable;

the declaration of effectiveness of the registration statement of Liberty Global of which this document is a part by the Securities and Exchange Commission and the absence of any stop order or proceedings seeking a stop order or suspension of effectiveness with respect to the registration statement;

the absence of any order, injunction, statute, rule or regulation prohibiting the consummation of the mergers or making such consummation illegal, or permitting such consummation subject to any condition that would have a material adverse effect on UGC or LMI or the ability of either UGC or LMI to consummate the mergers;

the receipt by LMI and Liberty Global of a written opinion of Skadden, Arps, Slate, Meagher & Flom LLP or another nationally recognized law firm that, for U.S. federal income tax purposes, provided that the spin off of LMI by Liberty would otherwise have qualified as a tax-free distribution under Section 355 of the Code, the mergers should not cause such spin off to fail to qualify as a tax-free distribution to Liberty under Section 355(e) of the Code, which condition is non-waivable;

the approval for listing on the Nasdaq National Market of the shares of Liberty Global common stock to be issued in the mergers, subject only to official notice of issuance; and

all authorizations, consents, orders or approvals of, or declarations or filings with, or expiration of waiting periods imposed by, any governmental entity necessary for the completion of the mergers having been filed, expired or been obtained, other than those where the failure to so file, expire or obtain would not be reasonably likely to have a material adverse effect on LMI or UGC or the ability of either LMI or UGC to consummate the mergers.

Additional Conditions to Each Company's Obligations. The obligations of each of LMI and UGC to complete the mergers are subject to the following additional conditions, unless waived by the other party:

the performance by the other party in all material respects of its agreements and covenants contained in the merger agreement required to be performed at or before the effective time of the mergers;

as a condition to LMI's obligations, UGC's representations and warranties contained in the merger agreement must:

if specifically qualified by reference to a material adverse effect on UGC or UGC's ability to complete the mergers, be true and correct, and

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if not so qualified, be true and correct except where the failure to be so true and correct would not have a material adverse effect on UGC or UGC's ability to complete the mergers, except for UGC's representations and warranties relating to its capitalization, which must be true and correct in all material respects,

in each case, on the closing date (except to the extent any such representations or warranties speak only as of a specified earlier date, in which case, as of that earlier date);

as a condition to UGC's obligations, LMI's representations and warranties contained in the merger agreement must:

if specifically qualified by reference to a material adverse effect on LMI or LMI's ability to complete the mergers, be true and correct, and

if not so qualified, be true and correct except where the failure to be so true and correct would not have a material adverse effect on LMI or LMI's ability to complete the mergers, except for:

LMI's representations and warranties relating to its capitalization, which must be true and correct in all material respects, and

LMI's representation and warranty that, except as disclosed in its Exchange Act filings prior to January 17, 2005, since September 30, 2004 there has not been a material adverse change in the business, properties, operations or financial condition of LMI's Japanese businesses, taken as a whole, other than any such change arising out of or resulting from (1) general business or economic conditions in Japan or from general changes in or affecting the industries in which LMI's Japanese businesses operate (except to the extent any such change has a disproportionate impact on LMI's Japanese businesses), (2) any changes in applicable generally accepted accounting principles that affect generally entities such as the Japanese businesses or (3) the conduct of, or failure to conduct or successfully complete, any public offering of shares by any of the Japanese businesses, which must be true and correct in all respects,

in each case, on the closing date (except to the extent any such representations or warranties speak only as of a specified earlier date, in which case, as of that earlier date);

as a condition to LMI's obligations, there being no action taken, statute, rule, regulation, order, judgment or decree proposed, enacted, promulgated, entered, issued, enforced or deemed applicable by any governmental entity that imposes or is reasonably likely to result in the imposition of material limitations on the ability of Liberty Global to effectively exercise full rights of ownership of the shares of LMI and UGC after the effective time of the mergers or makes the holding by Liberty Global of such shares

illegal; and

the receipt of a written opinion of Baker Botts L.L.P. or another nationally recognized law firm, in the case of LMI, to the effect that the LMI merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and of a nationally recognized law firm, in the case of UGC, to the effect that, when integrated with the LMI merger, the conversion of shares of UGC common stock into shares of Liberty Global Series A common stock that is effected pursuant to the UGC merger will qualify as an exchange within the meaning of Section 351 of the Code, which condition is non-waivable by either party. Holme Roberts & Owen LLP is delivering this opinion to UGC.

In the merger agreement, the phrase "material adverse effect" on LMI or UGC means a material adverse effect on the business, properties, operations or financial condition of such entity and its subsidiaries, taken as a whole, other than any effect arising out of or resulting from:

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any change in the trading prices of, in the case of LMI, the LMI Series A common stock and, in the case of UGC, UGC Class A common stock;

any changes in generally accepted accounting principles that affect entities such as LMI and UGC, as applicable;

general business or economic conditions or from general changes in or affecting the industries in areas in which LMI and its subsidiaries or UGC and its subsidiaries, respectively, operate, except to the extent that any such change has a disproportionate impact on LMI or UGC, respectively; or

the announcement of the merger agreement or the consummation of the mergers.

In the case of UGC, no material adverse effect can arise or result from any matter approved after the execution of the merger agreement that is an approved matter. When we refer to an approved matter, we mean any matter expressly approved by (1) the UGC board, provided that all of the directors of UGC who are also executive officers of LMI did not cast their votes against the approval of such matter, or (2) the executive committee of the UGC board, provided that at least one member of the executive committee of the UGC board is also an executive officer of LMI and all members of the executive committee who are also executive officers of LMI did not vote against such matter.

Termination

The merger agreement may be terminated and the mergers may be abandoned at any time prior to the effective time of the mergers by:

the mutual consent of UGC (with the approval of the Special Committee) and LMI;

LMI, if UGC has not filed its Annual Report on Form 10-K with the Securities and Exchange Commission by May 15, 2005 by providing notice to UGC within five business days after UGC fails to file such annual report by May 15, 2005; provided that LMI may extend this date to June 15, 2005 if LMI does not elect to terminate the merger agreement during the five business day period after UGC fails to file such annual report by May 15, 2005;

either UGC (with the approval of the Special Committee) or LMI, if the mergers have not been consummated before September 30, 2005, unless the party seeking to terminate the agreement failed to fulfill its obligations in the merger agreement and such failure resulted in the mergers having not occurred by such date;

either UGC (with the approval of the Special Committee) or LMI, if the other party has breached any representation, warranty, covenant or agreement contained in the merger agreement, such that the conditions to the non-breaching party's obligation to consummate the mergers cannot be satisfied;

either UGC (with the approval of the Special Committee) or LMI, if any order, decree or ruling that permanently restrains, enjoins or prohibits the mergers has been issued and becomes final and non-appealable;

LMI, if the board of directors of UGC (with the approval of the Special Committee) has withdrawn or modified in any manner adverse to LMI its recommendation to the UGC stockholders; or

either UGC (with the approval of the Special Committee) or LMI, if any of the stockholder approvals, which consist of the LMI stockholder approval, the UGC statutory approval and the UGC minority approval, has not been obtained at the applicable special meeting.

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Neither LMI nor UGC will be entitled to a termination fee upon any termination of the merger agreement.

Covenants

Conduct of UGC Business Pending the Merger. Under the merger agreement, UGC agreed that, prior to the completion of the mergers, UGC would, and would cause its subsidiaries (1) to, conduct its business in the ordinary and usual course of its business and consistent with past practices, (2) to submit to a vote of its board of directors (or executive committee thereof) or other governing body any matter of a nature or in an amount that, consistent with past practices or existing board or other governing body policies, would have been required, or would have been expected, to be submitted to such a vote prior to the date of the merger agreement, and (3) not to take specified actions, except that UGC is permitted to take any action:

that is permitted, required or specifically contemplated by the merger agreement;

as to approved matters;

as to matters contemplated in the most recent budget approved by the board of directors of UGC, provided that such budget is itself an approved matter; and

that is required by applicable law.

Subject to these exceptions, UGC agreed, and agreed to cause its subsidiaries, not to take the following specified actions:

amend its certificate of incorporation or bylaws or other governing instrument or document;

authorize for issuance, issue, grant, sell, deliver, dispose of, pledge or otherwise encumber any shares of its capital stock or any securities or rights convertible into, exchangeable for, or evidencing the right to subscribe for any shares of its capital stock or other equity or voting interests, or any rights, options, warrants, calls, commitments or other agreements of any character to purchase or acquire any shares of its capital stock or other equity or voting interests, or any securities or rights convertible into, exchangeable for, or evidencing the right to subscribe for, any shares of its capital stock or other equity or voting interests, subject to certain specified exceptions;

split, combine, subdivide or reclassify the outstanding shares of its capital stock or other equity or voting interests, or declare, set aside for payment or pay any dividend, or make any other actual constructive or deemed distribution in respect of any shares of its capital stock or other equity or voting interests, or otherwise make any payments to stockholders or owners of equity or voting interests in their capacity as such (other than dividends or distributions paid by any wholly owned subsidiary of UGC to UGC or another wholly owned subsidiary);

redeem, purchase or otherwise acquire, directly or indirectly, any outstanding shares of capital stock or other securities or equity or voting interests of UGC or any subsidiary of UGC;

make any other changes in its capital or ownership structure;

sell or grant a lien or restriction with respect to any stock, equity or partnership interest owned by it in any subsidiary of UGC;

enter into new employment agreements with, or increase compensation of, (a) any officer or director of UGC or (b) any member of senior executive management of any subsidiary of UGC whose annual income exceeds

\$100,000 per annum, other than in the case of (b), as required by written agreements in effect on the date of the merger agreement;

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establish, amend or modify any of its employee benefit plans, except in the ordinary course of business, consistent with past practice and to the extent not material, and except to the extent required by applicable law or the existing terms of the plans or the provisions of the merger agreement;

make any capital expenditures that individually or in the aggregate are in excess of the amount provided for capital expenditures in the most recent capital budget for UGC and its subsidiaries approved by the board of directors of UGC, provided that such budget is itself an approved matter;

incur any material amount of indebtedness or guarantee any material amount of indebtedness other than in the ordinary course of business, provided that UGC may renew, extend or refinance existing indebtedness if there is no increase in interest rate or principal amount of indebtedness pursuant to such renewal, extension or refinancing;

acquire or agree to acquire in any manner any business or any corporation or otherwise acquire any assets that are material to UGC other than in the ordinary course of business;

make any material change in any accounting, financial reporting or tax practice or policy;

take any action that would reasonably be expected to result in any of the conditions to the mergers not to be satisfied; and

authorize or enter into any contract, agreement, commitment or arrangement to effect any of the foregoing.

No Solicitation. In addition, UGC has agreed that it will not, and it will not knowingly permit its officers, directors, representatives and agents to, directly or indirectly, (1) take any action to solicit, initiate or knowingly encourage the submission of any offer or proposal concerning a tender offer, exchange offer, merger, share exchange, recapitalization, consolidation or other similar business combination, or a direct or indirect acquisition in any manner of a significant equity interest in, or a substantial portion of the assets of, UGC (each, an acquisition proposal) or (2) engage in discussions or negotiations with any person to facilitate an acquisition proposal. However, UGC may engage in discussions or negotiations with, and furnish nonpublic information or access to, any person in response to an unsolicited acquisition proposal, if (A) it has complied, prior to such response, with the foregoing non-solicitation covenant and (B) the UGC board determines in good faith after consultation with counsel that it is necessary to do so in order to discharge its fiduciary duties under applicable law. UGC must notify LMI of, and keep it informed of any material developments with respect to, any acquisition proposal.

Conduct of LMI Pending the Mergers. In the merger agreement, LMI agreed that, during the period before completion of the mergers, it would not declare, make or pay any dividend or distribution in respect of its capital stock (other than in shares of LMI common stock) or take any other action that would reasonably be expected to result in any of the condition to the mergers not being fulfilled.

Additional Covenants. Each of LMI and UGC agreed to duly call, give notice of, convene and hold, as soon as reasonably practicable after the date of the merger agreement, a meeting of such entity's stockholders for the purpose of considering and voting upon the merger agreement, and, at such meeting, each of the board of directors of LMI and UGC will, except as required by the fiduciary duties of such board, recommend to its stockholders the approval of the merger agreement and the applicable merger.

In the merger agreement, LMI and UGC agreed to use their commercially reasonable efforts to take all action and to do all things necessary, proper or advisable under applicable laws to consummate the mergers, including the use of commercially reasonable efforts to, among other things:

prepare and file with the Securities and Exchange Commission this joint proxy statement/prospectus, the registration statement of which it is a part and the required Schedule
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13E-3 transaction statement and seek to have such filings cleared and/or declared effective, as applicable, by the Securities and Exchange Commission as soon as reasonably practicable after filing;

cause the shares of Liberty Global common stock issuable in the mergers (and the shares of Liberty Global common stock reserved for issuance with respect to LMI and UGC options, stock appreciation rights and restricted stock) to be eligible for quotation on the Nasdaq National Market prior to the effective time of the mergers;

cause any injunctions or restraining orders to be lifted; and

obtain all necessary or appropriate consents, waivers or approvals of third parties or any governmental entity in connection with the mergers.

UGC and LMI agreed that, after the effective time of the mergers, each of them will indemnify its present and former directors and officers, and any person serving at the request of UGC or LMI, as applicable, as a director or officer of another entity, against all liabilities incurred by any such person in his or her capacity as a director or officer in connection with any action arising out of the fact that such person was a director or officer of UGC or LMI, as applicable, and pertaining to any matter existing at or prior to the effective time of the mergers, to the same extent as such persons are currently indemnified by UGC or LMI, as applicable. In addition, the merger agreement provides that all rights to indemnification or advancement of expenses currently existing in the organizational documents of UGC or LMI in favor of such officers and directors and persons serving at the request of UGC or LMI, as applicable, as a director or officer of another entity, will continue in force for no less than six years following January 17, 2005, the date on which the merger agreement was signed.

LMI, which currently beneficially owns shares of UGC common stock representing approximately 91% of the aggregate voting power of UGC, agreed to vote, and to cause its subsidiaries to vote, such shares in favor of the approval of the merger agreement and the UGC merger.

Representations and Warranties

The merger agreement contains customary and substantially reciprocal representations and warranties by each of LMI and UGC relating to, among other things:

corporate organization and qualification;

authorization and validity of the merger agreement, absence of conflicts and board approval of the merger agreement;

capital structure;

documents filed with the Securities and Exchange Commission and financial statements included in those documents;

information supplied in connection with this joint proxy statement/prospectus, the registration statement of which it is a part and the Schedule 13E-3 transaction statement;

absence of material breaches of organizational documents, laws or agreements as a result of the mergers;

absence of certain changes or events since September 30, 2004;

legal proceedings;

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compliance with applicable laws;

tax and employee matters;

brokers and finders;

opinions of financial advisors; and

the stockholder vote required.

Amendment, Extension and Waiver

LMI and UGC may amend the merger agreement by action taken or authorized by their respective boards of directors (in the case of UGC, with the approval of the Special Committee), at any time before or after the approval of the merger agreement and the applicable merger by the stockholders of LMI or UGC. After the stockholder approvals, no amendment may be made which by law requires further approval by those stockholders, unless LMI and/or UGC obtain that further approval. All amendments to the merger agreement must be in writing signed by all of the parties thereto.

Fees and Expenses

Whether or not the mergers are completed, all costs and expenses incurred in connection with the merger agreement and the mergers will be paid by the party incurring the expense, except that all expenses and fees incurred in connection with the printing and mailing of this joint proxy statement/prospectus, the registration statement of which it is a part and the Schedule 13E-3 transaction statement will be shared equally by LMI and UGC.

Voting Agreement

The following is a summary of the material terms of the voting agreement. This summary may not contain all of the information that is important to you. It is qualified in its entirety by reference to the voting agreement, a copy of which is included as Appendix C and is incorporated herein by reference.

The Special Committee made it a condition to UGC's execution of the merger agreement, and the board of directors of LMI requested, that John C. Malone enter into a voting agreement pursuant to which he would agree to vote certain of his shares of LMI common stock in favor of the merger agreement and the LMI merger. Accordingly, concurrently with the execution of the merger agreement, Mr. Malone entered into the voting agreement, dated as of January 17, 2005, with UGC, pursuant to which Mr. Malone agreed to vote the shares of LMI Series A common stock and LMI Series B common stock over which he possesses sole voting power, and, subject to his fiduciary duties as trustee, the shares of LMI Series A common stock and LMI Series B common stock held in two separate trusts of which Mr. Malone serves as the sole trustee, in favor of the adoption by LMI of the merger agreement and the approval of the LMI merger at any meeting of LMI stockholders at which the merger agreement and the LMI merger are submitted for a vote of LMI stockholders (or pursuant to written consent). The voting agreement also covers shares of LMI common stock acquired by Mr. Malone (including upon exercise of stock options) after January 17, 2005.

The voting agreement restricts Mr. Malone's ability to transfer any of the shares owned by him or any options to purchase shares, unless, among other things, he retains the right to vote such shares or the applicable transferee enters into an agreement with UGC having the same obligations and restrictions as the voting agreement. The voting agreement also provides that Mr. Malone will not grant any proxies or power of attorney or enter into a voting agreement or other arrangement relating to the matters covered by the voting agreement with respect to any of these

shares or options to acquire such shares or deposit any of these shares or options to acquire such shares into a voting trust.

The Voting Agreement will terminate upon the first to occur of the closing of the transactions contemplated by the merger agreement and the termination of the merger agreement in accordance with its terms.

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The following table sets forth certain information concerning the persons who have agreed to serve as Liberty Global's executive officers and directors immediately following the mergers, including a five year employment history and any directorships held in public companies:

Name	Positions
John C. Malone Born March 7, 1941	Chairman of the Board and a director of Liberty Global. Mr. Malone has served as President, Chief Executive Officer, Chairman of the Board and a director of LMI since March 2004. Mr. Malone has served as a director of UGC and its predecessors since November 1999. Mr. Malone has served as Chairman of the Board of Liberty since 1990. Mr. Malone served as Chairman of the Board and a director of Liberty Satellite & Technology, Inc. from December 1996 to August 2000. Mr. Malone also served as Chairman of the Board of Tele-Communications, Inc., the former parent company of Liberty (TCI), from November 1996 to March 1999 and as Chief Executive Officer of TCI from January 1994 to March 1999. Mr. Malone is also a director of Liberty and The Bank of New York.
Michael T. Fries Born February 6, 1963	Chief Executive Officer, President and a director of Liberty Global. Mr. Fries has served as Chief Executive Officer of UGC since January 2004. Mr. Fries has served as a director of UGC and its predecessors since November 1999 and as President of UGC and its predecessors since September 1998. He also served as Chief Operating Officer of UGC and its predecessors from September 1998 to January 2004. In addition, he serves or has served as an officer and/or director of various direct and indirect subsidiaries and affiliates of UGC, including as a member of the UPC Supervisory Board from September 1998 until September 2003 and as Chairman thereof from February 1999 until September 2003, a member of the Priority Telecom Supervisory Board since November 2000 and as Chairman thereof since March 2003 and as a director of Austar United Communications Limited since June 1999. He served as Chairman of Austar United from June 1999 to April 2003. Mr. Fries has been with UGC and its predecessors since 1990.
John P. Cole, Jr. Born January 12, 1930	A director of Liberty Global. Mr. Cole has served as a director of UGC and its predecessors since March 1998. Mr. Cole served as a member of the UPC Supervisory Board from February 1999 to September 2003. Mr. Cole is a founder of the Washington, D.C. law firm of Cole, Raywid and Braverman, which specializes in all aspects of telecommunications and media law.
John W. Dick Born January 9, 1938	A director of Liberty Global. Mr. Dick has served as a director of UGC since March 2003. Mr. Dick served as a member of the UPC Supervisory Board from May 2001 to September 2003 and as a director of UGC Europe from September 2003 to January 2004. He is the non-executive Chairman and a director of Hooper Industries Group, a privately held U.K. group consisting of: Hooper and Co (Coachbuilders) Ltd. (building special/bodied Rolls Royce and Bentley motorcars) and Hooper Industries (China) (providing industrial products and components to Europe and the U.S.). Until 2002, Hooper Industries Group also held Metrocab UK (manufacturing London

taxicabs) and Moscab (a joint venture with the Moscow city government, producing left-hand drive Metrocabs for Russia). Mr. Dick has held his positions with Hooper Industries Group since 1984. Mr. Dick is also a director of Astar United.

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Name	Positions
Paul A. Gould Born September 27, 1945	A director of Liberty Global. Mr. Gould has served as a director of UGC since January 2004. Mr. Gould has served as Managing Director and Executive Vice President of Allen & Company L.L.C., an investment banking services company, for more than the last five years. Mr. Gould is also a director of Liberty and Ampco-Pittsburgh Corporation.
David E. Rapley Born June 22, 1941	A director of Liberty Global. Mr. Rapley has served as a director of LMI since May 2004. Mr. Rapley served as Executive Vice President Engineering of VECO Corp. Alaska from January 1998 to December 2001. Mr. Rapley is also a director of Liberty.
Larry E. Romrell Born December 30, 1939	A director of Liberty Global. Mr. Romrell has served as a director of LMI since May 2004. Mr. Romrell served as an Executive Vice President of TCI from January 1994 to March 1999. Mr. Romrell also served, from December 1997 to March 1999, as Executive Vice President and Chief Executive Officer of TCI Business Alliance and Technology Co.; and from December 1997 to March 1999, as Senior Vice President of TCI Ventures Group. Mr. Romrell is also a director of Liberty.
Gene W. Schneider Born September 8, 1926	A director of Liberty Global. Mr. Schneider has served as Chairman of the Board of UGC and its predecessors since 1989. Mr. Schneider also served as Chief Executive Officer of UGC and its predecessors from 1995 to January 2004. Mr. Schneider has served as an officer and/or director of various direct and indirect subsidiaries of UGC. In addition, from 1995 until 1999, Mr. Schneider served as a member of the UPC Supervisory Board, and an advisor to the Supervisory Board of UPC from 1999 until September 2003. Mr. Schneider has been with UGC and its predecessors since 1989. Mr. Schneider is also a director of Austar United.
J.C. Sparkman Born September 12, 1932	A director of Liberty Global. Mr. Sparkman has served as a director of LMI since November 2004. Mr. Sparkman served as the Chairman of the Board of Broadband Services, Inc. from September 1999 through December 2003. Mr. Sparkman is also a director of Universal Electronics, Inc. and Shaw Communications Inc.
J. David Wargo Born October 1, 1953	A director of Liberty Global. Mr. Wargo has served as a director of LMI since May 2004. Mr. Wargo has served as the President of Wargo & Company, Inc., a private investment company specializing in the communications industry, since January 1993. Mr. Wargo is also a director of OpenTV Corp. and Strayer Education, Inc.

The executive officers named above will serve in such capacities until the first annual meeting of our board of directors, or until their respective successors have been duly elected and have been qualified, or until their earlier death, resignation, disqualification or removal from office. There is no family relationship between any of the directors, by blood, marriage or adoption.

During the past five years, none of the above persons has had any involvement in such legal proceedings as would be material to an evaluation of his or her ability or integrity.

Board Composition

The board of directors of Liberty Global will initially consists of ten directors, divided among three classes. Liberty Global's Class I directors, whose term will expire at the annual meeting of its stockholders in 2006, are Gene W. Schneider, John P. Cole, Jr. and David E. Rapley. Liberty Global's Class II directors, whose term will expire at the annual meeting of its stockholders in 2007, are J. David Wargo, J.C. Sparkman and John W. Dick. Liberty Global's Class III directors, whose term will expire at the annual meeting of its stockholders in 2008, are John C. Malone, Paul A. Gould, Michael T. Fries and Larry Romrell. At each annual meeting of Liberty Global stockholders, the successors of that class of directors whose term(s) expire at that meeting shall be elected to hold

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office for a term expiring at the annual meeting of Liberty Global stockholders held in the third year following the year of their election. The directors of each class will hold office until their respective death, resignation or removal and until their respective successors are elected and qualified.

Executive Compensation

Liberty Global has not yet paid any compensation to any of its executive officers or any person expected to become an executive officer of Liberty Global. The form and amount of the compensation to be paid to each of Liberty Global's executive officers in any future period will be determined by the compensation committee of Liberty Global's board of directors.

For information concerning the compensation paid to the Chief Executive Officer of LMI and the four most highly compensated executive officers of LMI during the year ended December 31, 2004, see Executive Officers, Directors and Principal Stockholders of LMI Executive Compensation.

For information concerning the compensation paid to, and any employment agreements with, the Chief Executive Officer of UGC and the four most highly compensated executive officers of UGC for the year ended December 31, 2003, see UGC's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, which has been incorporated by reference in this joint proxy statement/prospectus.

Compensation of Directors

In accordance with existing practice of LMI and UGC, it is expected that directors of Liberty Global who are also employees of Liberty Global will receive no additional compensation for their services as directors. Each non-employee director of Liberty Global will receive compensation for services as a director of Liberty Global and, if applicable, for services as a member of any board committee, as will be determined by Liberty Global's board of directors.

For information concerning the compensation policy for directors of LMI, see Executive Officers, Directors and Principal Stockholders of LMI Director Compensation.

For information concerning the compensation policy for directors of UGC, see UGC's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, which has been incorporated by reference in this joint proxy statement/prospectus.

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EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS OF LMI

Executive Officers and Directors

The name and present principal occupation of each executive officer and director of LMI is set forth below. Unless otherwise noted, the business address for each person listed below is c/o Liberty Media International, Inc., 12300 Liberty Boulevard, Englewood, Colorado 80112. To the knowledge of LMI, all executive officers and directors listed below are United States citizens, except for Miranda Curtis, who is a citizen of the United Kingdom.

Name	Positions
John C. Malone	President, Chief Executive Officer, Chairman of the Board and a director of LMI since March 2004. Mr. Malone has served as Chairman of the Board of Liberty since 1990. Mr. Malone served as Chairman of the Board and a director of Liberty Satellite & Technology, Inc. from December 1996 to August 2000. Mr. Malone also served as Chairman of the Board of TCI from November 1996 to March 1999 and as Chief Executive Officer of TCI from January 1994 to March 1999. Mr. Malone is also a director of Liberty, The Bank of New York and UGC.
Miranda Curtis	Senior Vice President of LMI and President of its Asia division since March 2004. Ms. Curtis has served as a Senior Vice President of LMI's subsidiary, Liberty Media International Holdings, LLC (Old LMINT), since June 2004, and she served as President of Old LMINT and its predecessors from February 1999 to June 2004.
Bernard G. Dvorak	Senior Vice President and Controller of LMI since March 2004. Mr. Dvorak served as Senior Vice President, Chief Financial Officer and Treasurer of On Command Corporation, a subsidiary of Liberty, from July 2002 until May 17, 2004. Mr. Dvorak was the Chief Executive Officer and a member of the board of directors of Formus Communications, Inc., a provider of fixed wireless services in Europe, from September 2000 until June 2002, and, from April 1999 until September 2000, he served as Chief Financial Officer of Formus. On March 28, 2001, an involuntary petition under Chapter 7 of the United States Bankruptcy Code was filed against Formus in the United States Bankruptcy Court for the District of Colorado. Mr. Dvorak is also a director of UGC.
Graham Hollis	Senior Vice President and Treasurer of LMI and Executive Vice President of its Asia division since March 2004. Mr. Hollis has served as a Senior Vice President of Old LMINT since June 2004, and he served as Executive Vice President and Chief Financial Officer of Old LMINT and its predecessors from May 1995 to June 2004.
David B. Koff	Senior Vice President of LMI and President of its Europe division since March 2004. Mr. Koff served as a Senior Vice President of Liberty from February 1998 through May 2004. Mr. Koff is a director of UGC.
David J. Leonard	

Senior Vice President of LMI and President of its Latin America division since March 2004. Mr. Leonard served as the President of Liberty's Latin America Group, a subgroup of Liberty's International Group, from January 2004 through June 2004. From May 2002 through December 2003, Mr. Leonard was the founder and managing director of VLG Acquisition Corp., which owned interests in selected telecommunications companies in Latin America. From 1998 to 2002, Mr. Leonard was the founder, president and Chief Executive Officer of VeloCom Inc., a competitive local exchange carrier which provided wireless communications services throughout Brazil and Argentina.

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Name	Positions
Elizabeth M. Markowski	Senior Vice President, General Counsel and Secretary of LMI since March 2004. Ms. Markowski served as a Senior Vice President of Liberty from November 2000 through December 2004. Prior to joining Liberty, Ms. Markowski was a partner in the law firm of Baker Botts L.L.P. for more than five years.
Robert R. Bennett c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112	A director of LMI and Vice-Chairman of the Board since March 2004. Mr. Bennett has served as President and Chief Executive Officer of Liberty since April 1997, and he held various other executive positions with Liberty since its inception in 1990. Mr. Bennett served as Executive Vice President of TCI from April 1997 to March 1999. Mr. Bennett is also a director of Liberty, OpenTV Corp. and UGC.
Donne F. Fisher Fisher Capital Partners, Ltd. 5619 DTC Parkway Suite 1150 Greenwood Village, Colorado 80111	A director of LMI since May 2004. Mr. Fisher has served as President of Fisher Capital Partners, Ltd., a venture capital partnership, since December 1991. Mr. Fisher has served as a consultant to the subsidiary of Comcast Corporation that is the successor entity to TCI since 1996. Mr. Fisher is also a director of Liberty, General Communication, Inc. and Sorrento Networks Corporation.
David E. Rapley	A director of LMI since May 2004. Mr. Rapley served as Executive Vice President Engineering of VECO Corp. Alaska from January 1998 to December 2001. Mr. Rapley is also a director of Liberty.
M. LaVoy Robison The Anschutz Foundation 1727 Tremont Place Denver, Colorado 80202	A director of LMI since June 2004. Mr. Robison has served as an executive director and board member of The Anschutz Foundation (a private foundation) since January 1998. Mr. Robison is also a director of Liberty.
Larry E. Romrell	A director of LMI since May 2004. Mr. Romrell served as an Executive Vice President of TCI from January 1994 to March 1999. Mr. Romrell also served, from December 1997 to March 1999, as Executive Vice President and Chief Executive Officer of TCI Business Alliance and Technology Co.; and from December 1997 to March 1999, as Senior Vice President of TCI Ventures Group. Mr. Romrell is also a director of Liberty.
J.C. Sparkman	A director of LMI since November 2004. Mr. Sparkman served as the Chairman of the Board of Broadband Services, Inc. from September 1999 through December 2003. Mr. Sparkman is also a director of Universal Electronics, Inc. and Shaw Communications Inc.
J. David Wargo Wargo & Company, Inc. 712 Fifth Avenue New York, New York 10019	A director of LMI since May 2004. Mr. Wargo has served as the President of Wargo & Company, Inc., a private investment company specializing in the communications industry, since January 1993. Mr. Wargo is also a director of OpenTV Corp. and Strayer Education, Inc.

During the past five years, none of the above persons was convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was party to any judicial or administrative proceeding (except for matters that

were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Table of Contents**Executive Compensation***Summary Compensation*

The table below sets forth information for the year ended December 31, 2004 relating to compensation paid to LMI's Chief Executive Officer and LMI's four other most highly compensated executive officers, who we refer to as the LMI named executive officers, for services rendered to LMI and its subsidiaries. Prior to June 7, 2004, LMI was a subsidiary of Liberty. Accordingly, all compensation earned by the LMI named executive officers from January 1, 2004 through the date of the spin off was paid by Liberty. All compensation earned by the LMI named executive officers (other than by Elizabeth M. Markowski, see note (2) below) after the date of the spin off was paid by LMI.

Although certain of the individuals who are LMI named executive officers were performing services in connection with LMI's businesses prior to January 1, 2004, those individuals were employed by Liberty during that period, were not dedicated exclusively to LMI's businesses (with the exception of Miranda Curtis), and devoted substantial time and effort to other Liberty businesses or to the Liberty organization in general. Accordingly, no information on the compensation of the LMI named executive officers for periods prior to January 1, 2004 is reported.

Summary Compensation Table**Annual Compensation**

Name and Principal Position with Our Company	Year	Salary (\$)	Other Annual Compensation	Long-Term Compensation Restricted Securities		All Other Compensation (\$)
				Stock Awards	Underlying Options/SARs	
John C. Malone President and Chief Executive Officer	2004	\$	\$	\$	1,568,562(4)	\$
Miranda Curtis Senior Vice President	2004	\$ 716,330(1)	\$	\$	63,830(4)	\$ 22,019(5)
David B. Koff Senior Vice President	2004	\$ 595,808	\$ 742,003(3)	\$	53,192(4)	\$ 20,500(6)
David J. Leonard Senior Vice President	2004	\$ 403,077	\$	\$	42,554(4)	\$ 16,000(6)
Elizabeth M. Markowski Senior Vice President, General Counsel and Secretary	2004	\$ 676,866(2)	\$	\$	63,830(4)	\$ 20,500(6)

(1)

Ms. Curtis' compensation is paid in U.K. pounds, which, for purposes of the foregoing presentation, has been converted to U.S. Dollars based upon the average exchange rate in effect during 2004.

- (2) Ms. Markowski continued to be an officer and employee of Liberty through December 31, 2004, and during the period from the date of the spin off through December 31, 2004, LMI reimbursed Liberty for 75% of Ms. Markowski's compensation expenses. This allocation was based upon the amount of time she spent on the respective businesses of LMI and Liberty. The numbers in the table represent 100% of Ms. Markowski's compensation for 2004, rather than LMI's allocable share.
- (3) Represents reimbursement for housing and other costs incurred by Mr. Koff as an expatriate working in London, England.

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- (4) The numbers of shares reflect adjustments for LMI's July 2004 rights offering which concluded in August 2004.
- (5) Amounts represent contributions made during 2004 to a pension fund maintained for the benefit of Ms. Curtis under applicable United Kingdom law. With respect to these contributions, Ms. Curtis is fully vested.
- (6) Amounts represent contributions to the Liberty 401(k) Savings Plan during 2004 prior to the date of the spin off. The Liberty 401(k) Savings Plan provides employees with an opportunity to save for retirement. The Liberty 401(k) Savings Plan participants may contribute up to 10% of their compensation, and Liberty makes a matching contribution of 100% of the participants' contributions. Participant contributions to the Liberty 401(k) Savings Plan are fully vested upon contribution.

Generally, participants acquire a vested right in Liberty contributions as follows:

	Years of service	Vesting Percentage
Less than 1		0%
1-2		33%
2-3		66%
3 or more		100%

With respect to Liberty contributions made to the Liberty 401(k) Savings Plan in 2004, Mr. Koff and Ms. Markowski were fully vested and Mr. Leonard was not vested as of December 31, 2004.

Option and SAR Grants in Last Fiscal Year

The table below sets forth certain information concerning stock options granted to the LMI named executive officers during the year ended December 31, 2004.

Name	Number of securities underlying options granted (1)	Percent of total options granted to employees in fiscal year	Exercise or base price (\$/sh) (2)	Expiration Date	Grant date present value (3)
John C. Malone Series A Series B	1,568,562(4)	100%	\$ 36.75	June 7, 2014	\$ 27,557,433
Miranda Curtis Series A Series B	63,830	14.6%	\$ 33.41	June 22, 2014	\$ 1,019,580
David B. Koff Series A Series B	53,192	12.1%	\$ 33.41	June 22, 2014	\$ 849,650

David J. Leonard					
Series A	42,554	9.7%	\$ 33.41	June 22, 2014	\$ 679,720
Series B					
Elizabeth M. Markowski					
Series A	63,830	14.6%	\$ 33.41	June 22, 2014	\$ 1,019,580
Series B					

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- (1) The numbers of shares reflect adjustments for LMI's July 2004 rights offering which concluded in August 2004.
- (2) The exercise prices reflect adjustments for LMI's July 2004 rights offering which concluded in August 2004.

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- (3) The value shown is based upon the Black-Scholes model and is stated on a present value basis. The key assumptions used in the model for purposes of this calculation include the following: (a) a 4.7% discount rate; (b) a 25.25% volatility factor; (c) the 10-year option term; (d) the fair value of the LMI Series A or Series B common stock on the grant date, as applicable; and (e) a per share exercise price of \$33.41, in the case of LMI Series A options, and a per share exercise price of \$36.75, in the case of LMI Series B options. The actual value realized will depend upon the extent to which the stock price exceeds the exercise price on the date the option is exercised. Accordingly, the realized value, if any, will not necessarily be the value determined by the model.
- (4) The options granted to Mr. Malone were awarded as the primary form of compensation to be paid to Mr. Malone by LMI. See Employment Contracts and Termination of Employment and Change in Control Arrangements.

Aggregate Option/SAR Exercises in Last Fiscal Year and Fiscal Year-End Option/SAR Values

The following table sets forth certain information concerning exercises of LMI options by the named executive officers during the year ended December 31, 2004:

Aggregated Option/SAR Exercises in the Last Fiscal Year and Fiscal Year-End Option/SAR Values

Name	Shares		Number of Securities Underlying Unexercised Options/SARs at December 31, 2004 (#) Exercisable/ Unexercisable (1)	Value of Unexercised In-the-Money Options/SARs at December 31, 2004 Exercisable/ Unexercisable (\$)
	Acquired on Exercise (#)	Value Realized (\$)		
John C. Malone				
Series A				
Exercisable		\$	221	\$ 2,721
Unexercisable		\$		
Series B				
Exercisable		\$	1,965,665	\$ 23,630,664
Unexercisable		\$	213,824	\$ 2,377,728
Miranda Curtis				
Series A				
Exercisable		\$	81,361	\$ 1,001,558
Unexercisable		\$	76,713	\$ 976,949
Series B				
Exercisable		\$		
Unexercisable		\$		
David B. Koff				
Series A				

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Exercisable	100,551	\$	657,101		21,594	\$	265,822
Unexercisable		\$			127,872	\$	1,601,232
Series B							
Exercisable		\$					
Unexercisable		\$					
David J. Leonard							
Series A							
Exercisable		\$			1,596	\$	19,644
Unexercisable		\$			48,937	\$	624,119
Series B							
Exercisable		\$					
Unexercisable		\$					

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Name	Shares		Number of Securities Underlying Unexercised Options/SARs at December 31, 2004 (#)	Value of Unexercised In-the-Money Options/SARs at December 31, 2004
	Acquired on Exercise (#)	Value Realized (\$)	Exercisable/Unexercisable (1)	Exercisable/Unexercisable (\$)
Elizabeth M. Markowski Series A				
Exercisable		\$	53,804	\$ 662,331
Unexercisable		\$	92,199	\$ 1,167,520
Series B				
Exercisable		\$		
Unexercisable		\$		

- (1) Includes options to acquire LMI common stock that were issued to the LMI named executive officers as a result of adjustments made, in connection with the spin off, to their outstanding Liberty stock incentive awards, all of which were granted to them by Liberty prior to January 1, 2004. Each option and stock appreciation right with respect to Liberty common stock outstanding as of the record date for the spin off was adjusted by the incentive plan committee of Liberty's board of directors in connection with the spin off. Liberty options held, as of the spin off record date, by the LMI named executive officers, among others, were divided into two options: (1) an option to purchase the number and series of shares of LMI common stock that would have been issued in the spin off in respect of the shares of Liberty common stock subject to the applicable Liberty option, as if such Liberty option had been exercised in full immediately prior to the record date for the spin off, and (2) an adjusted Liberty option. The aggregate exercise price of each such outstanding Liberty option was allocated between the LMI option and the adjusted Liberty option. Stock appreciation rights related to Liberty Series A common stock held, as of the spin off record date, by the LMI named executive officers, among others, were divided into two awards (in a manner similar to the adjustment made to outstanding Liberty options): (1) an LMI option and (2) an adjusted Liberty stock appreciation right. The aggregate base price of each outstanding Liberty stock appreciation right was allocated between the LMI option and the adjusted Liberty stock appreciation right. Each LMI option issued as a result of these adjustments had an exercise price per share equal to the fair market value per share of the applicable series of LMI common stock, which, in the case of Series A options, was \$33.92 (as adjusted for LMI's July 2004 rights offering) and, in the case of Series B options, was \$37.88 (as adjusted for LMI's July 2004 rights offering).

Employment Contracts and Termination of Employment and Change in Control Arrangements

Except as described below, LMI has no employment contracts, termination of employment agreements or change of control agreements with any of its named executive officers.

LMI entered into an option agreement with John C. Malone, LMI's Chairman of the Board, Chief Executive Officer and President, pursuant to which LMI granted to Mr. Malone, under the Liberty Media International, Inc. 2004 Incentive Plan, options to acquire 1,568,562 shares of LMI Series B common stock (as adjusted for LMI's July 2004 rights offering) at an exercise price per share of \$36.75 (as adjusted for LMI's July 2004 rights offering). The options

represent the primary form of compensation to be paid to Mr. Malone by LMI. The options are fully exercisable; however, Mr. Malone's rights with respect to the options and any shares issued upon exercise will vest at the rate of 20% per year on each anniversary of the date on which the spin off was completed (which was June 7, 2004), provided that Mr. Malone continues to have a qualifying relationship (whether as a director, officer, employee or consultant) with LMI or any successor to LMI. (Liberty Global will be the successor to LMI under the option agreement.) If Mr. Malone ceases to have such a qualifying relationship (subject to certain exceptions for his death or disability or termination without cause), his unvested options will be terminated and/or LMI will have the right to require Mr. Malone to sell to LMI, at the exercise price of the options, any shares of LMI Series B common stock previously acquired by Mr. Malone upon exercise of options which have not vested as of the date on which Mr. Malone ceases to have a qualifying relationship with LMI.

Director Compensation

Each LMI director who is not an employee of LMI is entitled to a fee of \$1,000 for each board meeting he attends. In addition, the chairman and each other member of the audit committee of LMI's board of directors is entitled to a fee of \$5,000 and \$2,000, respectively, for each audit committee meeting he attends. Each member of the compensation committee is entitled to a fee of \$1,000 for each committee meeting he attends. Fees to LMI directors are payable in cash. LMI also reimburses members of its board for travel expenses incurred to attend any meetings of its board or any committee thereof.

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Each LMI director who is not an employee of LMI (other than J.C. Sparkman) was granted options to acquire 3,000 shares of LMI Series A common stock on June 22, 2004. All of these options were granted pursuant to the Liberty Media International, Inc. 2004 Nonemployee Director Incentive Plan, vest on the first anniversary of the grant date and were granted at a per share exercise price of \$35.55, which was the closing price of LMI Series A common stock on the grant date. These options, together with all of LMI's then-outstanding stock incentive awards, were adjusted in connection with LMI's July 2004 rights offering. As a result, these options now represent the right to acquire 3,192 shares of LMI Series A common stock at a per share exercise price of \$33.41. All other terms of these options remained the same. Mr. Sparkman, who is also not an employee of LMI, joined the board of directors of LMI on November 9, 2004 and, consistent with LMI's director compensation policy, Mr. Sparkman was granted options to acquire 3,000 shares of LMI Series A common stock on that date. The options were granted pursuant to the Liberty Media International, Inc. 2004 Nonemployee Director Incentive Plan, vest on the first anniversary of the grant date and were granted at a per share exercise price of \$37.42, which was the closing price of LMI Series A common stock on the grant date.

Following each annual meeting of LMI stockholders, each LMI director who is not an employee of LMI will be granted options to acquire an additional 3,000 shares of LMI Series A common stock. All of these options will be granted pursuant to the Liberty Media International, Inc. 2004 Nonemployee Director Incentive Plan, will vest on the first anniversary of the applicable grant date and will be granted at an exercise price equal to the fair market value of LMI Series A common stock.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information with respect to the beneficial ownership by each LMI director and each of the LMI named executive officers and by all of LMI's directors and executive officers as a group of (1) shares of LMI Series A common stock, (2) shares of LMI Series B common stock and (3) shares of UGC Class A common stock. Except as set forth in the table, no person or entity is known by LMI to own more than five percent of the outstanding shares of LMI common stock.

The security ownership information for LMI common stock is given as of December 31, 2004, and, in the case of percentage ownership information, is based upon (1) 165,514,962 shares of LMI Series A common stock, and (2) 7,264,300 shares of LMI Series B common stock, in each case, outstanding on that date. The security ownership information for UGC Class A common stock is given as of January 1, 2005, and, in the case of percentage ownership information, is based upon 400,031,697 shares of UGC Class A common stock outstanding on that date.

Shares of LMI common stock issuable upon exercise or conversion of options that were exercisable or convertible on or within 60 days after December 31, 2004, are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of the person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Shares of UGC common stock issuable upon exercise or conversion of options that were exercisable or convertible on or within 60 days after January 1, 2005, are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of the person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

For purposes of the following presentation, beneficial ownership of shares of LMI Series B common stock, though convertible on a one-for-one basis into shares of LMI Series A common stock, is reported as beneficial ownership of LMI Series B common stock only, and not as beneficial ownership of LMI Series A common stock. In addition, although outstanding shares of UGC Class B common stock and UGC Class C common stock are convertible into UGC Class A common stock, share data set forth in the following presentation with respect to UGC Class A common

stock excludes any dilution associated with the potential conversion of UGC Class B common stock or UGC Class C common stock into UGC Class A common stock. So far as is known to LMI, the persons indicated below have sole voting power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

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Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership (in thousands)	Percent of Class	Voting Power
John C. Malone	LMI Series A	953(1)(2)(4)(5)	*	33.2%
	LMI Series B	8,499(1)(3)(5)	91.0%	
	UGC Class A	89(6)	*	*
Miranda Curtis	LMI Series A	85(7)	*	*
	LMI Series B	0		
	UGC Class A	0		
David B. Koff	LMI Series A	65(8)(9)(10)	*	*
	LMI Series B	0		
	UGC Class A	0		
David J. Leonard	LMI Series A	2(11)(12)	*	*
	LMI Series B	0		
	UGC Class A	7(13)		
Elizabeth M. Markowski	LMI Series A	62(14)(15)(16)(17)	*	*
	LMI Series B	0		
	UGC Class A	0		
Robert R. Bennett	LMI Series A	240(18)(19)(20)	*	3.1%
	LMI Series B	732(18)(20)	9.2%	
	UGC Class A	205(21)	*	*
Donne F. Fisher	LMI Series A	15(22)	*	*
	LMI Series B	32	*	
	UGC Class A	0		
David E. Rapley	LMI Series A	1(22)	*	*
	LMI Series B	0		
	UGC Class A	0		
M. LaVoy Robison	LMI Series A	1(22)	*	*
	LMI Series B	0		
	UGC Class A	0		
Larry E. Romrell	LMI Series A	13(22)	*	*
	LMI Series B	0		
	UGC Class A	0		
J.C. Sparkman	LMI Series A	14	*	*
	LMI Series B	0	*	*
	UGC Class A	0	*	*

J. David Wargo	LMI Series A	7(23)	*	*
	LMI Series B	0		
	UGC Class A	921(24)	*	*
All directors and executive officers as a group (14 persons)		1,499(2)(3)(18)(23)(25)		
	LMI Series A	(26)(27)(28)	*	35.3%
	LMI Series B	9,263(3)(18)(25)(28)	92.0%	
	UGC Class A	1,226(24)(29)(30)	*	*

* Less than one percent

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- (1) Includes 90,303 shares of LMI Series A common stock and 204,566 shares of LMI Series B common stock held by Mr. Malone's wife, Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership.
- (2) Includes 198 shares of LMI Series A common stock held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, Leslie Malone, retains a unitrust interest in the trust.
- (3) Includes 1,036,028 shares of LMI Series B common stock held by a trust with respect to which Mr. Malone is the sole trustee and holder of a unitrust interest in the trust.
- (4) Includes 46,819 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (5) Includes 221 shares of LMI Series A common stock and 2,072,577 shares of LMI Series B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004. Mr. Malone has the right to convert options to purchase 504,015 shares of LMI Series B common stock into options to purchase shares of LMI Series A common stock.
- (6) Includes 89,166 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (7) Includes 85,143 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (8) Includes 674 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (9) Includes 1,250 restricted shares of LMI Series A common stock, none of which were vested at December 31, 2004.
- (10) Includes 53,615 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (11) Includes 7 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (12) Includes 1,596 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (13) Includes 1,966 shares of UGC Class A common stock held by the UGC 401(k) Plan.
- (14) Includes 136 shares of LMI Series A common stock held by Mrs. Markowski's husband, Thomas Markowski, as to which shares Mrs. Markowski disclaims beneficial ownership.
- (15) Includes 301 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (16) Includes 44 restricted shares of LMI Series A common stock, none of which were vested at December 31, 2004.
- (17) Includes 57,214 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.

- (18) Includes 75,084 shares of LMI Series A common stock and 24 shares of LMI Series B common stock held by Hilltop Investments, Inc. which is jointly owned by Mr. Bennett and his wife, Deborah Bennett.
- (19) Includes 1,652 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (20) Includes 12,002 shares of LMI Series A common stock and 731,962 shares of LMI Series B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004. Mr. Bennett has the right to convert the options to purchase shares of LMI Series B common stock into options to purchase shares of LMI Series A common stock.
- (21) Includes 77,082 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (22) Includes 586 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (23) Includes 7,142 shares of LMI Series A common stock held in various accounts managed by Mr. Wargo, as to which shares Mr. Wargo disclaims beneficial ownership.
- (24) Includes 498,757 shares of UGC Class A common stock held in various accounts managed by Mr. Wargo, as to which shares Mr. Wargo disclaims beneficial ownership.
- (25) Includes 96,003 shares of LMI Series A common stock and 204,566 shares of LMI Series B common stock held by relatives of certain directors and executive officers, as to which shares beneficial ownership by such directors and executive officers is disclaimed.
- (26) Includes 50,226 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.

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- (27) Includes 1,294 restricted shares of LMI Series A common stock, none of which were vested at December 31, 2004.
- (28) Includes 247,102 shares of LMI Series A common stock and 2,804,539 shares of LMI Series B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004. The options to purchase 1,235,977 shares of LMI Series B common stock may be converted into options to purchase shares of LMI Series A common stock.
- (29) Includes 3,643 shares of UGC Class A common stock held by UGC's 401(k) defined contribution plan.
- (30) Includes 166,248 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.

One of LMI's directors and two of its executive officers also hold interests in Liberty Jupiter, Inc., one of LMI's privately held subsidiaries. Mr. Bennett, Ms. Curtis, another executive officer and another individual hold 180, 320, 200 and 100 shares, respectively, of Class A common stock of Liberty Jupiter, representing a 20% aggregate common equity interest and less than 1% aggregate voting interest in Liberty Jupiter, based upon 800 shares of Liberty Jupiter Class A common stock, 3,198 shares of Liberty Jupiter Class B common stock, 2 shares of Liberty Jupiter Class C common stock and approximately 93,379 shares of Liberty Jupiter preferred stock outstanding, as of December 31, 2004. Pursuant to a stockholders' agreement among LMI, Liberty Jupiter and certain of Liberty Jupiter's stockholders, LMI has the right to cause all or any part of the Liberty Jupiter Class A common stock to be converted into shares of LMI Series A common stock. On or after April 24, 2005, each holder of Liberty Jupiter Class A common stock will have the right to cause all of the shares of Liberty Jupiter Class A common stock held by such holder to be converted into shares of LMI Series A common stock. Each share of Liberty Jupiter Class A common stock that is converted will be converted into that number of shares of LMI Series A common stock having an aggregate market price that is equal to the fair market value of the Liberty Jupiter Class A common stock so converted, as of the time of conversion. Liberty Jupiter owns an approximate 6% interest in LMI's affiliate, J-COM.

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EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS OF UGC

Executive Officers and Directors

The name and present principal occupation of each executive officer and director of UGC is set forth below. Unless otherwise noted, the business address for each person listed below is c/o UnitedGlobalCom, Inc., 4643 South Ulster Street, Suite 1300, Denver, Colorado 80237. To the knowledge of UGC, all executive officers and directors listed below are United States citizens.

Name	Positions
Gene W. Schneider	Chairman of the Board of UGC and its predecessors since 1989. Mr. Schneider also served as Chief Executive Officer of UGC and its predecessors from 1995 to January 2004. Mr. Schneider has served as an officer and/or director of various direct and indirect subsidiaries of UGC. In addition, from 1995 until 1999, Mr. Schneider served as a member of the UPC Supervisory Board, and an advisor to the Supervisory Board of UPC from 1999 until September 2003. Mr. Schneider has been with UGC and its predecessors since 1989. Mr. Schneider is also a director of Austar United.
Michael T. Fries	Chief Executive Officer of UGC since January 2004. Mr. Fries has served a director of UGC and its predecessors since November 1999 and as President of UGC and its predecessors since September 1998. He also served as Chief Operating Officer of UGC and its predecessors from September 1998 to January 2004. In addition, he serves or has served as an officer and/or director of various direct and indirect subsidiaries and affiliates of UGC, including as a member of the UPC Supervisory Board from September 1998 until September 2003 and as Chairman thereof from February 1999 until September 2003, member of the Priority Telecom Supervisory Board since November 2000 and as Chairman thereof since March 2003 and as a director of Austar United since June 1999. He served as Chairman of Austar United from June 1999 to April 2003. Mr. Fries has been with UGC and its predecessors since 1990.
Frederick G. Westerman, III	Chief Financial Officer of UGC and its predecessors since June 1999 and UGC's Co-Chief Financial Officer since February 2004.

Mr. Westerman's responsibilities include oversight and planning of UGC's financial and treasury operations. He also serves as an officer and/or director of various direct and indirect subsidiaries of UGC.

Charles H.R.
Bracken

Co-Chief Financial Officer of UGC since February 2004. Mr. Bracken has served as the Chief Financial Officer of UGC Europe and its predecessors since November 1999. Mr. Bracken served as a member of the UPC Board of Management from July 1999 to September 2003. Prior to November 1999, Mr. Bracken served as the Managing Director of Strategy, Acquisitions and Corporate Development at UPC from March 1999. Mr. Bracken also serves as an officer and/or director of various European subsidiaries, including as a member of the Priority Telecom Supervisory Board since July 2000.

Gene M. Musselman

President and Chief Operating Officer of UPC Broadband Division of UGC Europe, Inc., a subsidiary of UGC, since September 2003. Mr. Musselman has served as UPC's Chief Operating Officer since April 2000, and he served as a member of its Board of Management from June 2000 to September 2003. He also served as managing director of UPC from July 2003 until June 2004.

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Name	Positions
	Mr. Musselman serves as an officer and/or director of various European subsidiaries of UGC. Except when he was at Tevecap S.A. from 1995 to 1997, Mr. Musselman has been with UGC and its affiliates since 1991.
Shane O Neill	Chief Strategy Officer of UGC Europe since September 2003. He has served as UPC's Chief Strategy Officer since June 2000. Mr. O Neill served as a member of the UPC Board of Management from June 2000 to September 2003. From November 1999 to June 2000, Mr. O Neill served as the Managing Director, Strategy, Acquisitions and Corporate Development at UPC. Mr. O Neill was an Executive Director in the Advisory Group for Goldman Sachs in London where he worked on a number of mergers and acquisitions and corporate finance transactions for companies in the communications industry, including UGC. Mr. O Neill is a director of SBS Broadcasting S.A., a public company in which UGC has a 19.3% interest.
Robert R. Bennett c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112	A director of UGC since January 2002. Mr. Bennett has served as President and Chief Executive Officer of Liberty since April 1997, and he held various other executive positions with Liberty since its inception in 1990. Mr. Bennett served as Executive Vice President of TCI from April 1997 to March 1999. Mr. Bennett is a Vice-Chairman of the Board and a director of LMI and is also a director of Liberty and OpenTV Corp.
John P. Cole, Jr.	A director of UGC and its predecessors since March 1998. Mr. Cole served as a member of the UPC Supervisory Board from February 1999 to September 2003. Mr. Cole is a founder of the Washington, D.C. law firm of Cole, Raywid and Braverman, which specializes in all aspects of telecommunications and media law.
John W. Dick	A director of UGC since March 2003. Mr. Dick served as a member of the UPC Supervisory Board from May 2001 to September 2003 and as a director of UGC Europe from September 2003 to January 2004. He is the non-executive Chairman

and a director of Hooper Industries Group, a privately held U.K. group consisting of: Hooper and Co (Coachbuilders) Ltd. (building special/bodied Rolls Royce and Bentley motorcars) and Hooper Industries (China) (providing industrial products and components to Europe and the U.S.). Until 2002, Hooper Industries Group also held Metrocab UK (manufacturing London taxicabs) and Moscab (a joint venture with the Moscow city government, producing left-hand drive Metrocabs for Russia). Mr. Dick has held his positions with Hooper Industries Group since 1984. Mr. Dick is also a director of Austar United.

Bernard G. Dvorak
c/o Liberty Media
International, Inc.
12300 Liberty
Boulevard
Englewood,
Colorado 80112

A director of UGC since November 2004. Mr. Dvorak has served as a director of various subsidiaries of UGC since January 2005. Mr. Dvorak has served as Senior Vice President and Controller of LMI since March 2004. From July 2002 until May 2004, Mr. Dvorak served as Senior Vice President, Chief Financial Officer and Treasurer of On Command Corporation, a subsidiary of Liberty. Mr. Dvorak was the Chief Executive Officer and member of the board of directors of Formus, a provider of fixed wireless services in Europe, from September 2000 until June 2002, and, from April 1999 until September 2000, he served as Chief Financial Officer of Formus.

Paul A. Gould
Allen & Company
L.L.C.
711 5th Avenue, 8th
Floor

A director of UGC since January 2004. Mr. Gould has served as Managing Director and Executive Vice President of Allen & Company L.L.C., an investment banking services company, for more than the last five years. Mr.

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Name	Positions
New York, New York 10022	Gould is also a director of Liberty and Ampco-Pittsburgh Corporation.
Gary S. Howard	A director of UGC since January 2002. Mr. Howard served as Executive Vice President and Chief Operating Officer of Liberty from July 1998 to February 2004. Mr. Howard served as Chief Executive Officer of Liberty Satellite & Technology, Inc. from December 1996 to April 2000.
David B. Koff c/o Liberty Media International, Inc. 12300 Liberty Boulevard Englewood, Colorado 80112	A director of UGC since August 2003. Mr. Koff has served as Senior Vice President of LMI since March 2004. Mr. Koff served as a Senior Vice President of Liberty from February 1998 through March 2004.
John C. Malone c/o Liberty Media International, Inc. 12300 Liberty Boulevard Englewood, Colorado 80112	A director of UGC and its predecessors since November 1999. Mr. Malone has served as President, Chief Executive Officer, Chairman of the Board and a director of LMI since March 2004. Mr. Malone has served as Chairman of the Board of Liberty since 1990. Mr. Malone served as Chairman of the Board and a director of Liberty Satellite & Technology, Inc. from December 1996 to August 2000. Mr. Malone also served as Chairman of the Board of TCI from November 1996 to March 1999 and as Chief Executive Officer of TCI from January 1994 to March 1999. Mr. Malone is also a director of Liberty and The Bank of New York.

During the past five years, none of the above persons was convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

On March 28, 2001, an involuntary petition under Chapter 7 of the U.S. Bankruptcy Code was filed against Formus in the United States Bankruptcy Court for the District of Colorado. Mr. Dvorak was a director and the Chief Executive Officer of Formus from September 2000 until June 2002.

On March 29, 2002, United Australia/Pacific, Inc. (UAP), then a subsidiary of UGC, filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the United States District Court for the Southern District of New York. UAP's reorganization closed on June 27, 2003, and UAP has since dissolved. Until February 11, 2002, Mr. Fries was a director and the President of UAP and, until November 14, 2001, Mr. Schneider was a director

and Chief Executive Officer of UAP. Mr. Westerman was a director of UAP from November 2001 and President thereof from March 2002 until UAP's dissolution in January 2004.

On December 3, 2002, UPC, now a subsidiary of UGC Europe, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code, together with a pre-negotiated plan of reorganization, in the United States District Court of the Southern District of New York. In conjunction with such filing, also on December 3, 2002, UPC commenced a moratorium of payments in The Netherlands under Dutch bankruptcy law with the filing of a proposed plan of compulsory composition or the Akkoord with the Amsterdam Court (Rechtbank) under the Dutch Faillissementswet. These actions were completed on September 3, 2003, when UGC Europe acquired more than 99% of the stock of, and became a successor issuer to UPC. Messrs. Fries, Cole and Dick were Supervisory Directors of UPC and Mr. Schneider was an advisor to UPC's Supervisory Board. Also, Messrs. Bracken, Musselman and O'Neill were members of the UPC Board of Management.

In June 2003, UPC Polska executed an agreement with some of its creditors to restructure its balance sheet. On January 22, 2004, the U.S. Bankruptcy Court confirmed UPC Polska's Chapter 11 plan of reorganization. On February 18, 2004, UPC Polska emerged from the Chapter 11 proceedings. Mr. Musselman is a director of UPC Polska.

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On January 12, 2004, UGC's predecessor (Old UGC), filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York. On November 10, 2004, the U.S. Bankruptcy Court confirmed Old UGC's plan of reorganization and Old UGC emerged from the Chapter 11 proceedings on November 18, 2004. Until August 2003, Mr. Fries was the President of Old UGC, and Mr. Schneider was a director and Chief Executive Officer of Old UGC. Mr. Westerman has served as a director of Old UGC since August 2003 and as President thereof since November 2003.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information with respect to the beneficial ownership (1) by each UGC director and each of the UGC named executive officers (as defined in UGC's Annual Report on Form 10-K for the fiscal year ended December 31, 2003) and by all of UGC's directors and executive officers as a group of shares of all classes of UGC common stock and both series of LMI common stock, and (2) by each stockholder who is known by UGC to own beneficially more than five percent of any class of UGC common stock. None of UGC's directors or the UGC named executive officers beneficially owns any equity securities of any subsidiary of UGC.

At the election of the holder, shares of UGC Class B common stock are convertible immediately into shares of UGC Class A common stock on a one-for-one basis, and shares of UGC Class C common stock are convertible on a one-for-one basis into either shares of UGC Class A common stock or shares of UGC Class B common stock. For purposes of the following presentation, beneficial ownership of shares of UGC Class B common stock and UGC Class C common stock is reported as beneficial ownership of UGC Class B common stock and UGC Class C common stock, respectively, only, and not as beneficial ownership of any other class of UGC common stock. In addition, beneficial ownership of shares of LMI Series B common stock, though convertible on a one-for-one basis into shares of LMI Series A common stock, is reported as beneficial ownership of LMI Series B common stock only, and not as beneficial ownership of LMI Series A common stock.

The security ownership information for UGC common stock is given as of January 1, 2005, and, in the case of percentage ownership information, is based upon (1) 400,031,691 shares of UGC Class A common stock, (2) 10,493,461 shares of UGC Class B common stock, and (3) 379,603,223 shares of UGC Class C common stock, in each case, outstanding on that date. The security ownership information for LMI common stock is given as of December 31, 2004, and, in the case of percentage ownership information, is based upon (1) 165,514,962 shares of LMI Series A common stock, and (2) 7,264,300 shares of LMI Series B common stock, in each case, outstanding on that date.

Shares of UGC common stock issuable within 60 days of January 1, 2005 upon exercise of options, conversion of convertible securities, exchange of exchangeable securities or upon vesting of restricted stock awards are deemed to be outstanding for the purpose of computing the percentage ownership and aggregate voting power of persons beneficially owning such securities, but have not been deemed to be outstanding for the purpose of computing the percentage ownership or aggregate voting power of any other person. Shares of LMI common stock issuable upon exercise or conversion of options that were exercisable or convertible on or within 60 days after December 31, 2004, are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of the person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

So far as is known to UGC, the persons indicated below have sole voting power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table. The number of shares indicated as owned by the executive officers and directors of UGC, includes interests in shares held by UGC's defined contribution 401(k) plan (UGC 401(k) Plan) as of January 1, 2005. The shares held by the trustee of the UGC 401(k) Plan for the benefit

of these persons are voted as directed by such persons.

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Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership (in thousands)	Percent of Class	Voting Power
Charles H.R. Bracken	UGC Class A	0		
	LMI Series A	0		
	LMI Series B	0		
Robert R. Bennett	UGC Class A	205(1)	*	*
	LMI Series A	240(2)(3)(4)	*	3.1%
	LMI Series B	732(2)(4)	9.2%	*
John P. Cole, Jr.	UGC Class A	378(5)	*	*
	LMI Series A	1	*	*
	LMI Series B	0		
John W. Dick	UGC Class A	48(6)	*	*
	LMI Series A	0		
	LMI Series B	0		
Bernard G. Dvorak	UGC Class A	3(7)	*	*
	LMI Series A	0	*	*
	LMI Series B	0		
Michael T. Fries		2,427(8)	*	*

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	UGC Class A LMI Series A	0		
	LMI Series B	0		
Paul A. Gould	UGC Class A LMI Series A	177(9)	*	*
	LMI Series B	101(10)	*	*
		37	*	*
Gary S. Howard	UGC Class A LMI Series A	77(11)	*	*
	LMI Series B	389(12)	*	*
		0		
David B. Koff	UGC Class A LMI Series A	0		
	LMI Series B	65(13)(14)(15)	*	*
		0		
John C. Malone	UGC Class A LMI Series A	89(16)	*	*
	LMI Series B	953(17)(18)(20)(21)	*	33.2%
		8,499(17)(19)(21)	91.0%	
Gene M. Musselman	UGC Class A LMI Series A	9(22)	*	*
	LMI Series B	104	*	*
		0		
Shane O Neill	UGC Class A	0		
		0		

	LMI Series A			
	LMI Series B	0		
Gene W. Schneider	UGC Class A	2,045(23)	*	*
	UGC Class B	2,901(24)	21.7%	*
	LMI Series A	555(25)	*	*
	LMI Series B	0		
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Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership (in thousands)	Percent of Class	Voting Power
Frederick G. Westerman III	UGC Class A	846(26)	*	*
	LMI Series A	0		
	LMI Series B	0		
All directors and executive officers as a group	UGC Class A	6,304(1)(8)(23)(27)	1.6%	*
	UGC Class B	2,901(24)	21.7%	*
	LMI Series A	2,408(2)(4)(12)(14)(17)(18)(21)(25)(28)	1.4%	35.6%
	LMI Series B	9,268(2)(4)(17)(19)(21)	92.0%	
LMI(29)	UGC Class A	35,829	9.0%	
	UGC Class B	10,493	100.0%	
	UGC Class C	377,462	99.4%	91.0%(28)
Capital Research and Management Company(31)	UGC Class A	42,223,890	10.6%	*

* Less than one percent.

(1) Includes 77,082 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005, and 128,186 shares of UGC Class A common

stock owned by Hilltop Investments, Inc., which is jointly owned by Mr. Bennett and his spouse.

- (2) Includes 75,084 shares of LMI Series A common stock and 24 shares of LMI Series B common stock held by Hilltop Investments, Inc. which is jointly owned by Mr. Bennett and his spouse.
- (3) Includes 1,652 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (4) Includes 12,002 shares of LMI Series A common stock and 731,962 shares of LMI Series B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004. Mr. Bennett has the right to convert the options to purchase shares of LMI Series B common stock into options to purchase shares of LMI Series A common stock.
- (5) Includes 199,166 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (6) Includes 47,916 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (7) Includes 1,677 shares of UGC Class A common stock held by the UGC 401(k) Plan.
- (8) Includes 2,400,000 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005, and 8,289 shares of UGC Class A common stock held by the UGC 401(k) Plan. Also includes 210 shares of UGC Class A common stock held by his spouse.
- (9) Includes 27,083 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (10) Includes 586 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (11) Includes 77,082 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (12) Includes 2,294 shares held by the Liberty 401(k) Savings Plan and 20,940 shares held by a Grantor Retained Annuity Trust. Also includes 614 shares owned by his spouse of which Mr. Howard disclaims beneficial ownership and 11,108 shares held by a Grantor Retained Annuity Trust established by his spouse of which Mr. Howard disclaims beneficial

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ownership and 302,640 shares that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.

- (13) Includes 674 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (14) Includes 1,250 restricted shares of LMI Series A common stock, none of which were vested at December 31, 2004.
- (15) Includes 53,615 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004.
- (16) Includes 89,166 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (17) Includes 90,303 shares of LMI Series A common stock and 204,566 shares of LMI Series B common stock held by Mr. Malone's spouse, as to which shares Mr. Malone has disclaimed beneficial ownership.
- (18) Includes 198 shares of LMI Series A common stock held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, Leslie Malone, retains a unitrust interest in the trust.
- (19) Includes 1,036,028 shares of LMI Series B common stock held by a trust with respect to which Mr. Malone is the sole trustee and holder of a unitrust interest in the trust.
- (20) Includes 46,819 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (21) Includes 221 shares of LMI Series A common stock and 2,072,577 shares of LMI Series B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004. Mr. Malone has the right to convert options to purchase 504,015 shares of LMI Series B common stock into options to purchase shares of LMI Series A common stock.
- (22) Includes 7,977 shares of UGC Class A common stock held by the UGC 401(k) Plan.
- (23) Includes 1,766,341 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005, and 9,931 shares of UGC Class A common stock held by the UGC 401(k) Plan. Also includes 712 shares of UGC Class A common stock held by a trust of which Mr. Schneider is a beneficiary and a trustee and 66 shares of UGC Class A common stock held by his spouse.
- (24) Includes 2,900,702 shares of UGC Class B common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005.
- (25) Includes 199,261 shares held by G. Schneider Holdings, LLP of which Mr. Schneider is the general partner, 1,155 shares held by a trust of which Mr. Schneider is a beneficiary and a trustee, 1,577 shares held by his spouse, and an aggregate of 1,555 shares held by separate trusts for the benefit of his children and two of his grandchildren, respectively, of which Mr. Schneider is the sole trustee. Also includes 9 shares held by the UGC 401(k) Plan.
- (26) Includes 840,000 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005, and includes 6,332 shares of UGC Class A

common stock held by the UGC 401(k) Plan.

- (27) Includes 1,280,413 shares of UGC Class A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, January 1, 2005, and 15,986 shares of UGC Class A common stock held by the UGC 401(k) Plan for the benefit of the directors and executive officers.
- (28) Includes 54,201 shares of LMI Series A common stock that are subject to options which were exercisable as of, or will be exercisable within 60 days of, December 31, 2004, and 49,145 shares of LMI Series A common stock held by the Liberty 401(k) Savings Plan.
- (29) The number of shares of UGC Class A common stock, UGC Class B common stock and UGC Class C common stock in the table is based upon Amendment No. 1 to the Schedule 13D dated January 17, 2005, filed by LMI. The address of LMI is 12300 Liberty Boulevard, Englewood, Colorado 80112. Robert R. Bennett, Bernard G. Dvorak, David B. Koff, and John C. Malone, all directors of UGC, are also officers and/or directors of LMI.
- (30) Represents LMI's aggregate voting power.
- (31) The number of shares of UGC Class A common stock in the table is based upon Amendment No. 7 to the Schedule 13G dated December 31, 2003, filed by Capital Research and Management Company and The Growth Fund of America, Inc. with respect to the UGC Class A common stock. Capital Research, an investment advisor, is the beneficial owner of 42,223,890 shares of UGC Class A common stock, as a result of acting as investment advisor to various investments companies, but disclaims beneficial ownership pursuant to Rule 13d-4. Growth Fund, an investment company advised by Capital Research, is the beneficial owner of 18,540,000 shares of UGC Class A common stock. The Schedule 13G reflects that Capital Research has no voting power over said shares and sole dispositive power over the shares of UGC Class A

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common stock and that Growth Fund has sole voting power over its shares but no dispositive power. The address of Capital Research and Growth Fund is 333 South Hope Street, Los Angeles, CA 90071.

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DESCRIPTION OF LIBERTY GLOBAL CAPITAL STOCK

The following information reflects Liberty Global's restated certificate of incorporation and bylaws as these documents will be in effect at the time of the mergers.

Authorized Capital Stock

Liberty Global's authorized capital stock consists of one billion one hundred million (1,100,000,000) shares, of which one billion fifty million (1,050,000,000) shares are designated common stock, par value \$0.01 per share, and fifty million (50,000,000) shares are designated preferred stock, par value \$0.01 per share. Liberty Global's common stock is divided into three series. Liberty Global has authorized five hundred million (500,000,000) shares of Series A common stock, fifty million (50,000,000) shares of Series B common stock, and five hundred million (500,000,000) shares of Series C common stock.

Immediately following the effective time of the mergers, Liberty Global expects to have up to [___] shares of its Series A common stock and [___] shares of its Series B common stock outstanding, based upon the number of shares of LMI Series A common stock, LMI Series B common stock, UGC Class A common stock and UGC Class C common stock outstanding on [___], 2005. The actual number of outstanding shares of Liberty Global Series A common stock will also depend on the number of UGC stockholders who make the cash election. No shares of Liberty Global Series C common stock or preferred stock will be outstanding immediately following the effective time of the merger.

Common Stock

The holders of Liberty Global Series A common stock, Series B common stock and Series C common stock have equal rights, powers and privileges, except as otherwise described below.

Voting Rights

The holders of Liberty Global Series A common stock will be entitled to one vote for each share held, and the holders of Liberty Global Series B common stock will be entitled to ten votes for each share held, on all matters voted on by Liberty Global stockholders, including elections of directors. The holders of Liberty Global Series C common stock will not be entitled to any voting powers, except as required by Delaware law. When the vote or consent of holders of Liberty Global Series C common stock is required by Delaware law, the holders of Liberty Global Series C common stock will be entitled to 1/100th of a vote for each share held. Liberty Global's charter does not provide for cumulative voting in the election of directors.

Dividends; Liquidation

Subject to any preferential rights of any outstanding series of Liberty Global's preferred stock created by Liberty Global's board from time to time, the holders of Liberty Global's common stock will be entitled to such dividends as may be declared from time to time by Liberty Global's board from funds available therefor. Except as otherwise described under Distributions, whenever a dividend is paid to the holders of one of Liberty Global Series of common stock, Liberty Global shall also pay to the holders of the other series of Liberty Global's common stock an equal per share dividend. For a more complete discussion of Liberty Global's dividend policy, please see Dividend Policy.

Conversion

Each share of Liberty Global Series B common stock is convertible, at the option of the holder, into one share of Liberty Global Series A common stock. Liberty Global Series A common stock and Liberty Global Series C common stock are not convertible.

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Distributions

Distributions made in shares of Liberty Global Series A common stock, Liberty Global Series B common stock, Liberty Global Series C common stock or any other security with respect to Liberty Global Series A common stock, Liberty Global Series B common stock or Liberty Global Series C common stock may be declared and paid only as follows:

a share distribution (1) consisting of shares of Liberty Global Series A common stock (or securities convertible therefor) to holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock, on an equal per share basis; or (2) consisting of shares of Liberty Global Series B common stock (or securities convertible therefor) to holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock, on an equal per share basis; or (3) consisting of shares of Liberty Global Series C common stock (or securities convertible therefor) to holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock, on an equal per share basis; or (4) consisting of shares of Liberty Global Series A common stock (or securities convertible therefor) to holders of Liberty Global Series A common stock and, on an equal per share basis, shares of Liberty Global Series B common stock (or securities convertible therefor) to holders of Liberty Global Series B common stock and, on an equal per share basis, shares of Liberty Global Series C common stock (or securities convertible therefor) to holders

of Liberty Global Series C
common stock; and

a share distribution consisting of shares of any class or series of securities of Liberty Global or any other person, other than Liberty Global Series A common stock, Liberty Global Series B common stock or Liberty Global Series C common stock (or securities convertible therefor) on the basis of a distribution of (1) identical securities, on an equal per share basis, to holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock; or (2) separate classes or series of securities, on an equal per share basis, to holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock; or (3) a separate class or series of securities to the holders of one or more series of Liberty Global s common stock and, on an equal per share basis, a different class or series of securities to the holders of all other series of Liberty Global s common stock, *provided* that, in the case of (2) or (3) above, the securities so distributed do not differ in any respect other than their relative voting rights and related differences in designation, conversion and share distribution provisions, with the holders of shares of Liberty Global Series B common stock receiving securities of the class or series having the highest relative voting rights and the holders of shares of each other series of Liberty Global s common stock receiving securities of the class or series having lesser relative voting

rights, and *provided further* that, if different classes or series of securities are being distributed to holders of Liberty Global Series A common stock and Liberty Global Series C common stock, then such securities shall be distributed either as determined by Liberty Global's board of directors or such that the relative voting rights of the securities of the class or series of securities to be received by the holders of Liberty Global Series A common stock and Liberty Global Series C common stock corresponds, to the extent practicable, to the relative voting rights of each such series of Liberty Global's common stock, and *provided further* that, in each case, the distribution is otherwise made on an equal per share basis.

Liberty Global may not reclassify, subdivide or combine any series of Liberty Global's common stock without reclassifying, subdividing or combining the other series of Liberty Global's common stock, on an equal per share basis.

Liquidation and Dissolution

In the event of Liberty Global's liquidation, dissolution and winding up, after payment or provision for payment of Liberty Global's debts and liabilities and subject to the prior payment in full of any preferential amounts to which Liberty Global's preferred stock holders may be entitled, the holders of Liberty Global Series A common stock, Liberty Global Series B common stock and Liberty Global Series C common stock will share equally, on a

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share for share basis, in Liberty Global's assets remaining for distribution to the holders of Liberty Global's common stock.

Preferred Stock

Liberty Global's restated certificate of incorporation authorizes Liberty Global's board of directors to establish one or more series of Liberty Global's preferred stock and to determine, with respect to any series of Liberty Global's preferred stock, the terms and rights of the series, including:

the designation of the series;

the number of authorized shares of the series, which number Liberty Global's board may thereafter increase or decrease but not below the number of such shares then outstanding;

the dividend rate or amounts, if any, payable on the shares and, in the case of cumulative dividends, the date or dates from which dividends on all shares of the series shall be cumulative and the relative preferences or rights of priority or participation with respect to such dividends;

the rights of the series in the event of Liberty Global's voluntary or involuntary liquidation, dissolution or winding up and the relative preferences or rights of priority of payment;

the rights, if any, of holders of the series to convert into or exchange for other classes or series of stock or indebtedness and the terms and conditions of any such conversion or exchange, including provision for adjustments within the discretion of Liberty Global's board;

the voting rights, if any, of the holders of the series;

the terms and conditions, if any, for us to purchase or redeem the shares; and

any other relative rights, preferences and limitations of the series.

Liberty Global believes that the ability of Liberty Global's board of directors to issue one or more series of Liberty Global's preferred stock will provide them with flexibility in structuring possible future financing and acquisitions, and in meeting other corporate needs which might arise. The authorized shares of Liberty Global's preferred stock, as well as shares of Liberty Global's common stock, will be available for issuance without further action by Liberty Global stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which Liberty Global's securities may be listed or traded. If the approval of Liberty Global stockholders is not required for the issuance of shares of Liberty Global's preferred stock or Liberty Global's common stock, Liberty Global's board may determine not to seek stockholder approval.

Although Liberty Global has no intention at the present time of doing so, it could issue a series of Liberty Global's preferred stock that could, depending on the terms of such series, impede the completion of a merger, tender offer or other takeover attempt. Liberty Global's board of directors will make any determination to issue such shares based upon its judgment as to the best interests of Liberty Global's stockholders. Liberty Global's board of directors, in so acting, could issue Liberty Global's preferred stock having terms that could discourage an acquisition attempt through which an acquirer may be able to change the composition of Liberty Global's board of directors, including a tender offer or other transaction that some, or a majority, of Liberty Global stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then-current market price of the stock.

Dividend Policy

Liberty Global presently intends to retain future earnings, if any, to finance the expansion of Liberty Global's business. Therefore, Liberty Global does not expect to pay any cash dividends in the foreseeable future. All decisions regarding the payment of dividends by Liberty Global will be made by Liberty Global's board of directors,

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from time to time, in accordance with applicable law after taking into account various factors, including Liberty Global's financial condition, operating results, current and anticipated cash needs, plans for expansion and possible loan covenants which may restrict or prohibit Liberty Global's payment of dividends.

Anti-Takeover Effects of Provisions of Restated Certificate of Incorporation and Bylaws

Board of Directors

Liberty Global's restated certificate of incorporation and bylaws provide that, subject to any rights of the holders of any series of Liberty Global's preferred stock to elect additional directors, the number of Liberty Global's directors shall not be less than three and the exact number shall be fixed from time to time by a resolution adopted by the affirmative vote of 75% of the members of Liberty Global's board then in office. The members of Liberty Global's board, other than those who may be elected by holders of Liberty Global's preferred stock, are divided into three classes. Each class consists, as nearly as possible, of a number of directors equal to one-third of the then authorized number of board members. The term of office of Liberty Global's Class I directors expires at the annual meeting of Liberty Global stockholders in 2006. The term of office of Liberty Global's Class II directors expires at the annual meeting of Liberty Global stockholders in 2007. The term of office of Liberty Global's Class III directors expires at the annual meeting of Liberty Global stockholders in 2008. At each annual meeting of Liberty Global stockholders, the successors of that class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of Liberty Global stockholders held in the third year following the year of their election. The directors of each class will hold office until their respective successors are elected and qualified.

Liberty Global's restated certificate of incorporation provides that, subject to the rights of the holders of any series of Liberty Global's preferred stock, Liberty Global's directors may be removed from office only for cause upon the affirmative vote of the holders of at least a majority of the aggregate voting power of Liberty Global's outstanding capital stock entitled to vote at an election of directors, voting together as a single class.

Liberty Global's restated certificate of incorporation provides that, subject to the rights of the holders of any series of Liberty Global's preferred stock, vacancies on Liberty Global's board resulting from death, resignation, removal, disqualification or other cause, and newly created directorships resulting from any increase in the number of directors on Liberty Global's board, shall be filled only by the affirmative vote of a majority of the remaining directors then in office (even though less than a quorum) or by the sole remaining director. Any director so elected shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred or to which the new directorship is assigned, and until that director's successor shall have been elected and qualified or until such director's earlier death, resignation or removal. No decrease in the number of directors constituting Liberty Global's board shall shorten the term of any incumbent director, except as may be provided in any certificate of designation with respect to a series of Liberty Global's preferred stock with respect to any additional director elected by the holders of that series of Liberty Global's preferred stock.

These provisions would preclude a third party from removing incumbent directors and simultaneously gaining control of Liberty Global's board by filling the vacancies created by removal with its own nominees. Under the classified board provisions described above, it would take at least two elections of directors for any individual or group to gain control of Liberty Global's board. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control of Liberty Global.

No Shareowner Action by Written Consent; Special Meetings

Liberty Global's restated certificate of incorporation provides that, except as otherwise provided in the terms of any series of preferred stock, any action required to be taken or which may be taken at any annual meeting or special meeting of stockholders may not be taken without a meeting and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of any series of Liberty Global's preferred stock, special meetings of Liberty Global stockholders for any purpose or purposes may be called only by Liberty Global's Secretary at the request of at least 75% of the members of Liberty Global's board then in office. No business other than that stated in the notice of special meeting shall be transacted at any special meeting.

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Advance Notice Procedures

Liberty Global's bylaws establish an advance notice procedure for stockholders to make nominations of candidates for election as directors or to bring other business before an annual meeting of Liberty Global stockholders.

All nominations by stockholders or other business to be properly brought before a meeting of stockholders shall be made pursuant to timely notice in proper written form to Liberty Global's Secretary. To be timely, a stockholder's notice shall be given to Liberty Global's Secretary at Liberty Global's offices as follows:

(1) with respect to an annual meeting of Liberty Global stockholders that is called for a date not more than 30 days before or 70 days after the anniversary date of the immediately preceding annual meeting of Liberty Global stockholders, such notice shall be given no earlier than the close of business on the 120th day prior to such anniversary and no later than the close of business on the 90th day prior to such anniversary;

(2) with respect to an annual meeting of Liberty Global stockholders that is called for a date which is more than 30 days before or 70 days after the anniversary date of the immediately preceding annual meeting of Liberty Global stockholders, such notice shall be given no earlier than the close of business on the 120th day prior to the current annual meeting and not later than the close of business on the later of (A) the 90th day prior to the current annual meeting or (b) the 10th day following the day on which Liberty Global first publicly announces the date of the current annual meeting; and

(3) with respect to an election to be held at a special meeting of Liberty Global stockholders, not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting.

The public announcement of an adjournment or postponement of a meeting of Liberty Global stockholders does not commence a new time period (or extend any time period) for the giving of any such stockholder notice. However, if the number of directors to be elected to Liberty Global's board at any meeting is increased, and Liberty Global does not make a public announcement naming all of the nominees for director or specifying the size of the increased board at least 100 days prior to the anniversary date of the immediately preceding annual meeting, a stockholder's notice shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to Liberty Global's Secretary at Liberty Global's offices not later than the close of business on the 10th day following the day on which Liberty Global first made the relevant public announcement. For purposes of the first annual meeting of stockholders to be held in 2006, the first anniversary date shall be deemed to be [___], 2006.

Amendments

Liberty Global's restated certificate of incorporation provides that, subject to the rights of the holders of any series of Liberty Global's preferred stock, the affirmative vote of the holders of at least 80% of the aggregate voting power of Liberty Global's outstanding capital stock generally entitled to vote upon all matters submitted to Liberty Global stockholders, voting together as a single class, is required to adopt, amend or repeal any provision of Liberty Global's restated certificate of incorporation or the addition or insertion of other provisions in the certificate, provided that the foregoing voting requirement shall not apply to any adoption, amendment, repeal, addition or insertion (1) as to which Delaware law does not require the consent of Liberty Global stockholders or (2) which has been approved by at least 75% of the members of Liberty Global's board then in office. Liberty Global's restated certificate of incorporation further provides that the affirmative vote of the holders of at least 80% of the aggregate voting power of Liberty Global's outstanding capital stock generally entitled to vote upon all matters submitted to Liberty Global stockholders, voting together as a single class, is required to adopt, amend or repeal any provision of Liberty Global's bylaws,

provided that the foregoing voting requirement shall not apply to any adoption, amendment or repeal approved by the affirmative vote of not less than 75% of the members of Liberty Global's board then in office.

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Supermajority Voting Provisions

In addition to the supermajority voting provisions discussed under Amendments above, Liberty Global's restated certificate of incorporation provides that, subject to the rights of the holders of any series of Liberty Global's preferred stock, the affirmative vote of the holders of at least 80% of the aggregate voting power of Liberty Global's outstanding capital stock generally entitled to vote upon all matters submitted to Liberty Global stockholders, voting together as a single class, is required for:

Liberty Global's merger or consolidation with or into any other corporation, provided, that the foregoing voting provision shall not apply to any such merger or consolidation (1) as to which the laws of the State of Delaware, as then in effect, do not require the consent of Liberty Global stockholders, or (2) that at least 75% of the members of Liberty Global's board of directors then in office have approved;

the sale, lease or exchange of all, or substantially all, of Liberty Global's assets, provided, that the foregoing voting provisions shall not apply to any such sale, lease or exchange that at least 75% of the members of Liberty Global's board of directors then in office have approved; or

Liberty Global's dissolution, provided, that the foregoing voting provision shall not apply to such dissolution if at least 75% of the members of Liberty Global's board of directors then in office have approved such dissolution.

Section 203 of the Delaware General Corporation Law

Section 203 of the Delaware General Corporation Law prohibits certain transactions between a Delaware corporation and an interested stockholder. An interested stockholder for this purpose is a stockholder who is directly or indirectly a beneficial owner of 15% or more of the aggregate voting power of a Delaware corporation. This provision prohibits certain business combinations between an interested stockholder and a corporation for a period of three years after the date on which the stockholder became an interested stockholder, unless: (1) the transaction which resulted in the stockholder becoming an interested stockholder is approved by the corporation's board of directors before the stockholder became an interested stockholder, (2) the interested stockholder acquired at least 85% of the aggregate voting power of the corporation in the transaction in which the stockholder became an interested stockholder, or (3) the business combination is approved by a majority of the board of directors and the affirmative vote of the holders of two-thirds of the aggregate voting power not owned by the interested stockholder at or subsequent to the time that the stockholder became an interested stockholder. These restrictions do not apply if, among other things, the corporation's certificate of incorporation contains a provision expressly electing not to be governed by Section 203. In Liberty Global's restated certificate of incorporation, Liberty Global has elected not to be governed by Section 203.

Transfer Agent and Registrar

EquiServe Trust Company N.A. will be the transfer agent and registrar for Liberty Global's common stock.

Table of Contents**COMPARISON OF THE RIGHTS OF STOCKHOLDERS OF LMI, UGC AND LIBERTY GLOBAL**

Liberty Global, LMI and UGC are each organized under the laws of the State of Delaware. Any differences, therefore, in the rights of holders of capital stock in Liberty Global, LMI and UGC arise primarily from differences in their respective charters and bylaws, in the case of LMI and UGC, as in effect on the date of this joint proxy statement/prospectus, and, in the case of Liberty Global, as will be in effect at the effective time of the mergers. Upon completion of the mergers, holders of LMI common stock and holders of UGC common stock will become holders of Liberty Global common stock and their rights will be governed by Delaware law and Liberty Global's restated certificate of incorporation and bylaws.

The following discussion summarizes the material differences between the rights of LMI stockholders, UGC stockholders and Liberty Global stockholders, as described in the applicable provisions of their respective charters and bylaws. This section does not include a complete description of all the differences among the rights of these stockholders, nor does it include a complete description of the specific rights of these stockholders. All LMI stockholders and UGC stockholders are urged to carefully read the relevant provisions of Delaware law as well as the form of restated certificate of incorporation and form of bylaws of Liberty Global included with this joint proxy statement/prospectus as Appendix F and Appendix G, respectively.

Authorized Capital Stock

LMI	UGC	Liberty Global
The authorized capital stock of LMI consists of (i) 1,050,000,000 shares of common stock, par value \$.01 per share, of which 500,000,000 shares are designated LMI Series A common stock 50,000,000 shares are designated LMI Series B common stock and 500,000,000 shares are designated LMI Series C common stock and (ii) 50,000,000 shares of LMI preferred stock, par value \$.01 per share. LMI's restated certificate of incorporation authorizes the board of directors to authorize the issuance of one or more series of preferred stock.	The authorized capital stock of UGC consists of (i) 2,400,000,000 shares of UGC common stock, par value \$.01 per share, of which 1,000,000,000 shares are designated UGC Class A common stock, 1,000,000,000 shares are designated UGC Class B common stock and 400,000,000 shares are designated UGC Class C common stock and (ii) 10,000,000 shares of UGC preferred stock, par value \$.01 per share. UGC's amended and restated certificate of incorporation authorizes the board of directors to authorize the issuance of one or more series of preferred stock.	Same as LMI.

Voting Rights

LMI	UGC	Liberty Global
Under LMI's restated certificate of incorporation, holders of LMI Series A common stock are entitled to one vote for each share of such stock held, and holders of LMI	Under UGC's amended and restated certificate of incorporation, holders of UGC Class A common stock are entitled to one vote for each share of such stock held, holders of UGC	Same as LMI.

Series B common stock are entitled to ten votes for each share of such stock held, on all matters submitted to a vote of LMI stockholders at any annual or special meeting. Holders of LMI Series C common stock are not entitled to any voting powers, except as required by Delaware law (in which case holders of LMI Series C common stock are entitled to 1/100th of a vote per share).

Class B common stock are entitled to ten votes for each share of such stock held and holders of Class C common stock are entitled to ten votes for each share of such stock held.

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Cumulative Voting

LMI
Under Delaware law, stockholders of a Delaware corporation do not have the right to cumulate their votes in the election of directors, unless that right is granted in the certificate of incorporation of the corporation. LMI's restated certificate of incorporation does not permit cumulative voting by LMI stockholders.

UGC
Same as LMI.

Liberty Global
Same as LMI.

Size of Board of Directors

LMI
LMI's board of directors has eight members. LMI's restated certificate of incorporation provides that the minimum number of directors is three, and that the actual number of directors may be fixed by the board of directors.

UGC
UGC's board of directors has ten members. UGC's amended and restated certificate of incorporation provides that the number of directors shall not be fewer than nine nor more than twelve, and that the actual number of directors may be fixed by the board of directors.

Liberty Global
Liberty Global's board of directors initially will have ten members. Liberty Global's restated certificate of incorporation and bylaws will provide that the minimum number of directors is three, and that the actual number of directors may be fixed by the board of directors.

Classes of Directors

LMI
LMI's restated certificate of incorporation provides that its board of directors is divided into three classes of directors with each class being elected to a staggered three-year term.

UGC
Same as LMI.

Liberty Global
Same as LMI.

Removal of Directors

LMI
Under LMI's restated certificate of incorporation, a director may be removed from office only for cause

UGC
Under UGC's amended and restated certificate of incorporation, any and all directors

Liberty Global
Same as LMI.

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LMI

upon the affirmative vote of the holders of a majority of the aggregate voting power of the outstanding shares of LMI Series A common stock, LMI Series B common stock and any series of preferred stock entitled to vote upon matters that may be submitted to an LMI stockholder vote.

UGC

may be removed from the board of directors with or without cause upon the affirmative vote of holders of at least 66-2/3% of the aggregate combined voting power of the UGC Class A common stock, UGC Class B common stock and UGC Class C common stock, voting together as a single class.

Liberty Global

Vacancies on the Board of Directors

LMI

LMI's restated certificate of incorporation provides that vacancies resulting from death, resignation, removal, disqualification or other cause, and newly created directorships resulting from any increase in the number of directors on the board of directors, shall be filled only by the affirmative vote of a majority of the remaining directors then in office.

UGC

UGC's amended and restated certificate of incorporation provides that any newly created directorship resulting from an increase in the number of directors or any other vacancy, however caused, shall be filled by a majority of the directors then in office.

Liberty Global
Same as LMI.

Limitation of Personal Liability of Directors

LMI

Under Delaware law, a corporation may include in its certificate of incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; however, the provision may not eliminate or limit the liability of a director for a breach of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, unlawful payments of dividends, certain stock repurchases or redemptions

UGC

Same as LMI.

Liberty Global
Same as LMI.

or any transaction from which the director derived an improper personal benefit. LMI's restated certificate of incorporation limits the personal liability of LMI directors for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware law.

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Indemnification of Directors and Officers

LMI

Delaware law provides that, subject to certain limitations in the case of derivative suits brought by a corporation's stockholders in its name, a corporation may indemnify any person who is made a party to any third-party action, suit or proceeding (other than an action by or in the right of the corporation) on account of being a current or former director, officer, employee or agent of the corporation (or is or was serving at the request of the corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise) against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding through, among other things, a majority of directors who were not parties to the suit or proceeding, if the person (i) acted in good faith and in a manner reasonably believed to be in the best interests of the corporation (or in some circumstances, at least not opposed to its best interests), and (ii) in a criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Delaware corporate law also permits indemnification by a corporation under similar circumstances for expenses (including attorneys' fees) actually and reasonably incurred by such persons in connection with the defense or settlement of a derivative action or suit, except that no indemnification may be

UGC

Same as LMI.

Liberty Global

Same as LMI.

made in respect of any claim, issue or matter as to which the person is adjudged to be liable to the corporation unless the Delaware Court of Chancery or the court in which the action or suit was brought determines upon application that the person is fairly and reasonably entitled to indemnity for the expenses which the court deems to be proper. To the extent

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LMI	UGC	Liberty Global
<p>that a current or former director, officer, employee or agent is successful in the defense of such an action, suit or proceeding, the corporation is required by Delaware corporate law to indemnify such person for reasonable expenses incurred thereby. Expenses (including attorneys' fees) incurred by such persons in defending any action, suit or proceeding may be paid in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of that person to repay the amount if it is ultimately determined that that person is not entitled to be so indemnified. LMI's restated certificate of incorporation provides for (i) the indemnification of its current or former directors and officers to the fullest extent permitted by law, and (ii) the prepayment of expenses (including attorneys' fees) upon receipt of an undertaking to repay such amounts if it is ultimately determined that the director or officer is not entitled to indemnification.</p>		

Action by Written Consent

LMI	UGC	Liberty Global
<p>LMI's restated certificate of incorporation specifically denies LMI stockholders the power to consent in writing, without a meeting, to the taking of any action.</p>	<p>UGC's amended and restated certificate of incorporation allows UGC stockholders to take action by written consent.</p>	<p>Same as LMI.</p>

Amendments to Certificate of Incorporation

LMI	UGC	Liberty Global
<p>LMI's restated certificate of incorporation requires, for the amendment, alteration or repeal of</p>	<p>UGC's amended and restated certificate of incorporation requires the affirmative vote of the holders</p>	<p>Same as LMI.</p>

any provision of or the addition or
insertion of any provision in LMI s
restated certificate of
incorporation, the affirmative vote
of the holders of at least 80% of
the aggregate voting

of 66-2/3% of the aggregate voting
power of the outstanding UGC
common stock, voting together as a
single class, to amend, alter, repeal
or adopt

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LMI

power of the outstanding shares of LMI Series A common stock, LMI Series B common stock and any series of preferred stock entitled to vote upon matters submitted to a stockholder vote, unless the amendment (i) is not required to be approved by LMI stockholders under Delaware Law or (ii) has been approved by 75% of the LMI directors then in office.

UGC

provisions of the amended and restated certificate of incorporation relating to the following matters: (1) the classification of directors, (2) the election of directors, (3) the term of office of directors, (4) the filling of vacant directorships, (5) the removal of directors, (6) the nominations of directors, (7) the calling of special meetings of stockholders, (8) requirements concerning amendments to the bylaws and (9) requirements concerning amendments to the amended and restated certificate of incorporation. The items listed under (1) through (6) also require the affirmative vote of the holders of a majority of the voting power of the outstanding UGC Class C common stock, voting separately.

Amendments to Bylaws

Liberty Global

LMI

Delaware law provides that stockholders have the power to amend the bylaws of a corporation unless the certificate of incorporation grants such power to the board of directors, in which case either the stockholders or the board of directors may amend the bylaws. LMI's restated certificate of incorporation authorizes the board of directors, by the affirmative vote of not less than 75% of the directors then in office, to adopt, amend or repeal any provision of the bylaws.

UGC

Delaware law provides that stockholders shall have the power to amend the bylaws of a corporation unless the certificate of incorporation grants such power to the board of directors, in which case either the stockholders or the board of directors may amend the bylaws. UGC's amended and restated certificate of incorporation provides that the board of directors has the power to adopt, alter, amend or repeal the bylaws of UGC by a vote of the majority of the directors then in office. The holders of shares of outstanding equity securities of UGC entitled to vote in the election of directors, to the extent such power is conferred on them by application of law, also have the power to adopt, alter, amend or repeal the bylaws of UGC if approved by at least

Liberty Global
Same as LMI.

66-2/3% of the aggregate voting
power of the outstanding UGC
common stock, voting together as a
single class.

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Special Meetings of Stockholders

LMI	UGC	Liberty Global
LMI's restated certificate of incorporation and bylaws provide that the secretary may call special meetings of the stockholders, only at the request of 75% of the members of the board of directors then in office.	UGC's bylaws provide that special meetings may be called only (i) by the board of directors pursuant to a resolution approved by a majority of the directors then in office, (ii) by the chairman of the board of directors or (iii) at the request of holders of common stock representing a majority of the aggregate voting power of the outstanding equity securities entitled to vote in the election of director.	Same as LMI.

Vote on Extraordinary Corporate Transactions

LMI	UGC	Liberty Global
Under Delaware law, a sale or other disposition of all or substantially all of a corporation's assets, a merger or consolidation of a corporation with another corporation or a dissolution of a corporation requires the affirmative vote of the corporation's board of directors (except in limited circumstances) plus, with limited exceptions, the affirmative vote of a majority of the outstanding stock entitled to vote on the transaction. LMI's restated certificate of incorporation requires the affirmative vote of holders of at least 80% of the aggregate voting power of the outstanding shares of LMI Series A common stock, LMI Series B common stock and any series of preferred stock entitled to vote upon matters submitted to an LMI stockholder vote to authorize: (i) a merger or consolidation with and into any other corporation, unless (a) the laws of the state of Delaware do not require stockholder consent or (b) 75% of the members of the board of directors have approved the merger or	Under Delaware law, a sale or other disposition of all or substantially all of a corporation's assets, a merger or consolidation of a corporation with another corporation or a dissolution of a corporation requires the affirmative vote of the corporation's board of directors (except in limited circumstances) plus, with limited exceptions, the affirmative vote of a majority of the outstanding stock entitled to vote on the transaction. UGC's amended and restated certificate of incorporation and bylaws include no additional provisions in this regard, and the Delaware law applies without modification.	Same as LMI.

consolidation, (ii) the sale, lease or exchange of all, or substantially all, assets of LMI, unless 75% of the members of the board of directors then in office have approved the transaction or (iii) the

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<p>LMI</p> <p>dissolution of LMI, unless 75% of the members of the board of directors then in office have approved the dissolution.</p>	<p>UGC</p>	<p>Liberty Global</p>
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State Anti-Takeover Statutes

<p>LMI</p> <p>Subject to certain exceptions, Section 203 of the Delaware corporate statute generally prohibits public corporations from engaging in significant business transactions, including mergers, with a holder of 15% or more of the corporation's stock, referred to as an interested stockholder, for a period of three years after the interested stockholder becomes an interested stockholder, unless the certificate of incorporation contains a provision expressly electing not to be governed by such a section. LMI's restated certificate of incorporation expressly elects not to be governed by Section 203.</p>	<p>UGC</p> <p>Same as LMI.</p>	<p>Liberty Global</p> <p>Same as LMI.</p>
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Notice of Stockholder Proposals and Director Nominations

<p>LMI</p> <p>Under LMI's bylaws, for director nominations or other business to be properly brought before an LMI annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of LMI and any such proposed business other than the nominations of persons for election to the board of directors, must constitute a proper matter for stockholder action. To be timely, a stockholder's notice must be delivered to the Secretary at the principal executive offices of LMI not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred</p>	<p>UGC</p>	<p>Liberty Global</p> <p>Same as LMI.</p>
<p>Under UGC's bylaws, for director nominations or other business to be properly brought before a UGC annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of UGC and any such proposed business other than the nominations of persons for election to the board of directors, must constitute a proper matter for stockholder action. To be timely, a stockholder's notice must be delivered to the Secretary at the principal executive offices of UGC not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred</p>		

twentieth (120th) day prior to the first anniversary of the preceding year s
annual meeting twentieth (120th) day prior to the first anniversary of the preceding

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LMI

(provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by LMI).

UGC

year's annual meeting (provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by UGC).

Liberty Global

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LIBERTY GLOBAL UNAUDITED CONDENSED PRO FORMA COMBINED FINANCIAL STATEMENTS

General

The accompanying unaudited condensed pro forma combined financial statements reflect the pro forma effects of (1) the proposed mergers (the Proposed Mergers) contemplated by the merger agreement, whereby Liberty Global will acquire all of the capital stock of UGC that LMI does not already own and LMI and UGC will become wholly owned subsidiaries of Liberty Global; and (2) certain transactions that were consummated during 2004, as further described below (the Consummated Transactions).

The following unaudited condensed pro forma combined balance sheet of Liberty Global, dated as of September 30, 2004, assumes that the Proposed Mergers were effective as of such date. The following unaudited condensed pro forma combined statements of operations of Liberty Global for the nine months ended September 30, 2004 and the year ended December 31, 2003 include the pro forma effects of the Proposed Mergers and the Consummated Transactions, as if each of such transactions were effective as of January 1, 2003.

The unaudited pro forma results do not purport to be indicative of the financial position and results of operations that Liberty Global will obtain in the future, or that Liberty Global would have obtained if the Proposed Mergers and Consummated Transactions were effective as of the dates indicated above. These unaudited condensed pro forma combined financial statements of Liberty Global have been derived from and should be read in conjunction with the historical financial statements and related notes thereto of LMI and UGC. The LMI historical financial statements are included in Appendix A: Information Concerning Liberty Media International, Inc. Part 4: Historical Financial Statements of LMI and its Significant Affiliates and Acquirees and the UGC historical financial statements are incorporated by reference into this document. See Additional Information Where You Can Find More Information.

Proposed Mergers

At September 30, 2004, LMI owned 53.6% of the outstanding equity securities of UGC representing approximately 91.0% of UGC's outstanding voting power. Pursuant to the Proposed Mergers, each share of LMI Series A common stock or Series B common stock owned by an LMI stockholder will be exchanged for one share of the corresponding series of Liberty Global common stock. Stockholders of UGC (other than LMI and its wholly owned subsidiaries) may elect to receive, for each share of UGC common stock owned by them, either:

0.2155 of a share of Liberty Global Series A common stock (plus cash in lieu of any fractional share interest) (the stock election); or

\$9.58 in cash, without interest (the cash election).

UGC stockholders who make the cash election will be subject to proration so that, in the aggregate, the cash consideration paid to UGC stockholders does not exceed 20% of the aggregate value of the merger consideration payable to UGC public stockholders. If proration is made, any share for which a holder is not entitled to receive cash will be converted into 0.2155 of a share of Liberty Global Series A common stock (plus cash in lieu of any fractional share interest).

The Proposed Mergers will be accounted for as a step acquisition by LMI of the remaining minority interest in UGC. The purchase price in this step acquisition will include the consideration issued to UGC public stockholders to acquire the UGC interest not already owned by LMI and the direct acquisition costs incurred by LMI. As UGC was a consolidated subsidiary of LMI prior to the Proposed Mergers, the purchase price will first be applied to eliminate the minority interest in UGC from the consolidated balance sheet of LMI, and the remaining purchase price will be allocated on a pro rata basis to the identifiable assets and liabilities of UGC based upon their respective fair values at

the effective date of the Proposed Mergers and the 46.4% interest in UGC to be acquired by Liberty Global pursuant to the Proposed Mergers. Any excess purchase price that remains after amounts have been allocated to the net identifiable assets of UGC will be recorded as goodwill. As the acquiring company for

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accounting purposes, LMI will be the predecessor to Liberty Global and the historical financial statements of LMI will become the historical financial statements of Liberty Global. As discussed further in the accompanying notes, the preliminary calculation of the purchase price reflected in the accompanying unaudited condensed pro forma combined financial statements is based upon the assumption that all UGC stockholders (other than LMI and its wholly owned subsidiaries) will elect to receive shares of Liberty Global in the Proposed Mergers. In addition, the preliminary purchase price allocation reflected in the accompanying unaudited condensed pro forma combined financial statements is subject to adjustment based upon the final assessment of the fair values of UGC's identifiable assets and liabilities.

Consummated Transactions

Consolidation of UGC

On January 5, 2004, LMI completed a transaction pursuant to which UGC's founding stockholders transferred 8.2 million shares of UGC Class B Common Stock to LMI in exchange for 12.6 million shares of Liberty Series A Common Stock valued, for accounting purposes, at \$152,122,000 and a cash payment of \$15,827,000 (including acquisition costs). This transaction was the last of a number of independent transactions that occurred from 2001 to January 2004, pursuant to which LMI acquired its controlling interest in UGC. LMI's acquisition of 281.3 million shares of UGC common stock in January 2002 gave LMI a greater than 50% economic interest in UGC, but due to certain voting and standstill arrangements, LMI used the equity method to account for its investment in UGC through December 31, 2003. Upon closing of the January 5, 2004 transaction, the restrictions on the exercise by LMI of its voting power with respect to UGC terminated, and LMI gained voting control of UGC. Accordingly, UGC has been accounted for as a consolidated subsidiary and included in LMI's financial position and results of operations since January 1, 2004.

LMI has accounted for its acquisition of a controlling interest in UGC as a step acquisition, and has allocated its investment basis to its pro rata share of UGC's assets and liabilities at each significant acquisition date based upon the estimated fair values of such assets and liabilities on such dates. During 2002, LMI's investment basis in UGC was reduced to zero as a result of the prior recognition of LMI's share of UGC's losses.

Noos Acquisition

On July 1, 2004, UPC Broadband France SAS (UPC Broadband France), an indirect wholly owned subsidiary of UGC and the owner of UGC's French cable television operations, acquired Suez-Lyonnaise Télécom SA (Noos), from Suez SA (Suez). Noos is a provider of digital and analog cable television services and high-speed Internet access services in France. The preliminary purchase price for a 100% interest in Noos was approximately 623,450,000 (\$758,547,000 at July 1, 2004), consisting of 529,929,000 (\$644,761,000 at July 1, 2004) in cash, a 19.9% equity interest in UPC Broadband France valued at approximately 85,000,000 (\$103,419,000 at July 1, 2004) and 8,521,000 (\$10,367,000 at July 1, 2004) in direct acquisition costs. The preliminary purchase price and the value assigned to the 19.9% interest in UPC Broadband France are subject to a review of certain historical financial information of Noos and UPC Broadband France. In this regard, 100,000,000 (\$121,669,000) of the cash consideration was held in escrow at September 30, 2004 pending final determination of the purchase price.

UGC has accounted for this transaction as the acquisition of an 80.1% interest in Noos and the sale of a 19.9% interest in UPC Broadband France. Under the purchase method of accounting, the preliminary purchase price was allocated to the acquired identifiable tangible and intangible assets and liabilities based upon their respective fair values, and the excess of the purchase price over the fair value of such identifiable net assets was allocated to goodwill. The preliminary fair values assigned to property and equipment and intangible assets, and the excess purchase price assigned to goodwill have been adjusted to give effect to UGC's 80.1% ownership interest in Noos. The

preliminary accounting for the Noos transaction, as reflected in these unaudited condensed pro forma combined financial statements, is subject to adjustment based upon the (i) final determination of the Noos purchase price and the value assigned to the 19.9% equity interest in UPC Broadband France and (ii) the final assessment of the fair values of Noos identifiable assets and liabilities. Such potential adjustments are not expected to have a material impact on the pro forma results of operations of Liberty Global.

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Liberty Global, Inc.
Unaudited Condensed Pro Forma Combined Balance Sheet
September 30, 2004

	Historical	Pro forma (Proposed Mergers)		
		Adjustments		
		-		
	LMI	increase (decrease)		Liberty Global as adjusted
		(amounts in thousands)		
Assets:				
Cash and cash equivalents	\$ 1,738,730			1,738,730
Receivables and other current assets	535,705			535,705
Investments and related receivables	3,009,106			3,009,106
Property and equipment, net	3,972,773			3,972,773
Intangible assets not subject to amortization	2,817,004	2,454,027	(1)	5,271,031
Other assets	557,274			557,274
Total assets	12,630,592	2,454,027		15,084,619
Liabilities and Parent's Investment:				
Current liabilities	1,289,207			1,289,207
Long-term debt, excluding current portion	4,258,810			4,258,810
Deferred income tax liabilities, excluding current portion	453,194			453,194
Other liabilities	328,795			328,795
Total liabilities	6,330,006			6,330,006
Minority interests in subsidiaries	1,117,032	(1,014,610)	(1)	102,422
Stockholders' Equity:				
Common stock	1,755	(1,755)	(1)	3,443
		3,443	(1)	
Additional paid-in capital	6,956,349	3,467,848	(1)	10,424,197
Accumulated deficit	(1,641,575)			(1,641,575)
Accumulated other comprehensive loss, net of taxes	(132,975)			(132,975)
Shares held by subsidiaries		(899)	(1)	(899)
Total stockholders' equity	5,183,554	3,468,637		8,652,191
Total liabilities and stockholders' equity	\$ 12,630,592	\$ 2,454,027		\$ 15,084,619

See notes to unaudited condensed pro forma combined financial statements.

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Liberty Global, Inc.
 Unaudited Condensed Pro Forma Combined Statement of Operations
 Nine months ended September 30, 2004

	Historical	Pro forma (Consummated Transactions)		Pro forma (Proposed Mergers)		
		Noos (6 months ended June 30, 2004)	Adjustments increase (decrease)	As adjusted (amounts in thousands)	Adjustments increase (decrease)	Liberty Global as adjusted
	LMI					
Revenue	\$ 1,865,769	199,880		2,065,649		2,065,649
Operating, selling, general and administrative expenses	(1,210,533)	(147,126)		(1,357,659)		(1,357,659)
Stock compensation	(66,120)			(66,120)		(66,120)
Depreciation and amortization	(696,624)	(73,052)	(3,208) (3)	(772,884)		(772,884)
Other operating expenses	(53,372)			(53,372)		(53,372)
Operating loss	(160,880)	(20,298)	(3,208)	(184,386)		(184,386)
Other income (expense):						
Interest expense	(209,801)	(40,394)	37,703 (4)	(212,492)		(212,492)
Share of earnings of affiliates, net	54,518			54,518		54,518
Gain on exchange of investment security	168,301			168,301		168,301
Gain on extinguishment of debt	35,787			35,787		35,787
Other, net	41,675	727		42,402		42,402
	90,480	(39,667)	37,703	88,516		88,516
Loss before income tax and minority interest	(70,400)	(59,965)	34,495	(95,870)		(95,870)
Income tax expense	(91,027)	(101)	(10)	(91,128)	(10)	(91,128)
Minority interests in subsidiaries	150,801		8,336 (5)	159,137	(148,292) (11)	10,845
Net loss	\$ (10,626)	(60,066)	42,831	(27,861)	(148,292)	(176,153)
Loss per share	(0.07)			(0.18)		(0.69)

Weighted average shares outstanding (12)	158,363	158,363	254,348
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See notes to unaudited condensed pro forma combined financial statements.

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Liberty Global, Inc.
 Unaudited Condensed Pro Forma Combined Statement of Operations
 Year ended December 31, 2003

	Historical			Pro forma (Consummated Transactions) Adjustments		Pro forma (Proposed Mergers) Adjustments		Liberty Global as adjusted
	LMI	UGC	Noos	increase (decrease) (amounts in thousands)	As adjusted	increase (decrease)		
Revenue	\$ 108,634	1,891,530	356,781		2,356,945		2,356,945	
Operating, selling, general and administrative expenses	(90,643)	(1,262,648)	(276,641)		(1,629,932)		(1,629,932)	
Stock compensation	(4,088)	(38,024)		28,647	(2) (13,465)		(13,465)	
Depreciation and amortization	(15,114)	(808,663)	(196,055)	(42,488)	(3) (1,062,320)		(1,062,320)	
Impairment of long-lived assets		(438,209)	(654,844)		(1,093,053)		(1,093,053)	
Operating loss	(1,211)	(656,014)	(770,759)	(13,841)	(1,441,825)		(1,441,825)	
Other income (expense):								
Interest expense	(2,178)	(327,132)	(71,083)	72,898	(4) (327,495)		(327,495)	
Share of earnings of affiliates, net	13,739	294,464		(208,203)	(6) 100,000		100,000	
Gain on sales, net	3,759	279,442		(195,456)	(7) 87,745		87,745	
Gain on extinguishment of debt		2,183,997		(974,239)	(8) 1,209,758		1,209,758	
Other, net	34,779	87,773	775	(44,713)	(9) 78,614		78,614	
	50,099	2,518,544	(70,308)	(1,349,713)	1,148,622		1,148,622	
Earnings (loss) before income taxes and minority	48,888	1,862,530	(841,067)	(1,363,554)	(293,203)		(293,203)	

interests

Income tax expense	(27,975)	(50,344)	(406)	(10)	(78,725)	(10)	(78,725)	
Minority interests in subsidiaries	(24)	183,182	(753,840)	(5)	(570,682)	991,345	(11)	420,663
Net earnings (loss)	\$ 20,889	1,995,368	(841,473)	(2,117,394)	(942,610)	991,345	48,735	
Earnings (loss) per share	\$ 0.14				(6.17)		0.19	
Weighted average shares outstanding (12)	152,841				152,841		254,348	

See notes to unaudited condensed pro forma combined financial statements.

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LIBERTY GLOBAL, INC.
Notes to Unaudited Condensed Pro Forma Combined Financial Statements
September 30, 2004 and December 31, 2003

- (1) Represents the adjustments required to reflect the Proposed Mergers, including adjustments to (i) record the issuance of 337,027,019 Liberty Global Series A shares (including 89,943,393 shares to be held by subsidiaries of LMI) and 7,264,300 Liberty Global Series B shares in connection with the Proposed Mergers, (ii) eliminate the minority interests in UGC's equity, (iii) record the preliminary allocation of the step acquisition purchase price and (iv) eliminate LMI's common stock. The number of shares assumed to be issued in connection with the proposed mergers is based upon (A) the number of issued and outstanding shares of LMI and UGC common stock as of September 30, 2004, and (B) the assumption that all UGC public stockholders will make an election to receive shares of Liberty Global Series A common stock.

As discussed in the headnote to these unaudited condensed pro forma combined financial statements, UGC stockholders other than LMI may make a stock or cash election. Stockholders who make the cash election will be subject to proration so that, in the aggregate, the cash consideration paid to UGC stockholders does not exceed 20% of the aggregate value of the merger consideration payable to UGC public stockholders. The accompanying unaudited condensed pro forma combined balance sheet and statements of operations for Liberty Global assume that all UGC stockholders (other than LMI and its wholly owned subsidiaries) make the stock election. A comparison of the preliminary purchase price calculation and allocation assuming UGC stockholders (other than LMI and its wholly owned subsidiaries) receive (i) all stock consideration or (ii) 80% stock and 20% cash consideration is set forth below (dollar amounts in thousands):

	All stock	80% stock and 20% cash
Liberty Global Series A shares issued to UGC public stockholders (a):	78,919,860	63,135,888
Fair value of shares issued (b)	\$ 3,457,637	2,766,110
Cash consideration		701,673
Estimated direct acquisition costs	11,000	11,000
Total purchase price	3,468,637	3,478,783
Eliminate minority interest in UGC	(1,014,610)	(1,014,610)
Allocate residual to goodwill (c)	\$ 2,454,027	2,464,173

- (a) Represents the number of shares that would have been issued to UGC stockholders (other than LMI and its wholly owned subsidiaries) based upon the number of shares of UGC common stock that were issued and outstanding on September 30, 2004. The actual number of shares issued in the Proposed Mergers will depend on the number of shares of UGC common stock outstanding on the closing date and the portion of the consideration that is paid in Liberty Global shares.

- (b) The fair value of the shares issued is based upon a fair value of \$43.812 per share, which is the average of the quoted market price of LMI Series A common stock for the period beginning two trading days before and ending two trading days after the date that the Proposed Mergers were announced (January 18, 2004).

- (c) For purposes of these unaudited condensed pro forma combined financial statements, it has been assumed that the historical cost of UGC's existing assets and liabilities approximate their fair value. Accordingly, the excess purchase price after the elimination of the UGC minority interest has been allocated to goodwill. Consistent with the requirements of Statement of Financial Accounting No. 142, *Goodwill and Other Intangible Assets*, the unaudited condensed pro forma combined statements of operations do not reflect any amortization of this goodwill. The final allocation of the purchase price will be based upon appraisals and may result in the allocation of

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consideration to identifiable assets and liabilities, including assets with definitive lives. To the extent that consideration is allocated to assets with definitive lives, the final allocation of the purchase price could result in additional depreciation and or amortization expense that in turn would result in higher operating losses, net losses and net loss per share in subsequent periods. For example, if \$500 million of the excess consideration had been allocated to property and equipment that had a weighted average life of 10 years, the accompanying unaudited condensed pro forma combined statements of operations of Liberty Global for the nine months ended September 30, 2004 and the year ended December 31, 2003 would have reflected increases in, (i) the pro forma operating loss of \$37,500,000 and \$50,000,000, respectively; (ii) the pro forma net loss of \$24,101,000 and \$32,135,000 (based upon LMI's weighted average statutory income tax rates), respectively, and (iii) the pro forma loss per share of \$0.09 and \$0.13, respectively.

- (2) Represents the reduction of stock compensation that results from the elimination of deferred stock compensation in connection with the application of purchase accounting in connection with the 2002 step acquisition of UGC.
- (3) The pro forma adjustment to depreciation and amortization expense consists of the following:

	Nine months ended September 30, 2004	Year ended December 31, 2003
	(amounts in thousands)	
Depreciation and amortization of the purchase accounting adjustments to property and equipment and amortizable intangible assets that were recorded in connection with the 2002 step acquisition of UGC.	\$	(36,082)
Depreciation and amortization of Noos purchase price allocations to property and equipment (estimated weighted average life of 9.5 years) and amortizable intangible assets (estimated lives ranging from 3 to 6 years).	(3,208)	(6,406)
	\$ (3,208)	(42,488)

- (4) The pro forma adjustment to interest expense consists of the following:

	Nine months ended September 30, 2004	Year ended December 31, 2003
	(amounts in thousands)	
Elimination of Noos' historical interest expense as UPC Broadband France did not assume the related debt	\$ 40,394	71,083
Interest expense on the debt incurred by UGC to finance a portion of the Noos acquisition	(2,691)	(5,383)
Reduction of UGC interest expense due to purchase accounting adjustments to debt and deferred financing costs that were recorded in connection with the 2002 step acquisition of UGC.		7,198

\$ 37,703

72,898

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(5) The pro forma adjustment to minority interests in subsidiaries consists of the following:

	Nine months ended September 30, 2004	Year ended December 31, 2003
	(amounts in thousands)	
Minority interests share (19.9%) of Noos and UPC Broadband France's historical results of operations and pro forma adjustments	\$ 8,336	237,505
Minority interests share of UGC's results of operations after considering the pro forma adjustments related to the 2002 and 2004 step acquisitions of UGC		(991,345)
	\$ 8,336	(753,840)

- (6) Represents the elimination of the pro rata portion of the share of earnings of an equity method affiliate as a result of the application of purchase accounting in connection with the 2002 step acquisition of UGC.
- (7) Represents the elimination of pro rata portions of gains that were recognized by UGC during 2003 due to the application of purchase accounting in connection with the 2002 step acquisition of UGC.
- (8) Represents the elimination of a portion of the gain on extinguishment of debt of a subsidiary of UGC due to an increase in the carrying value of such debt as a result of a purchase accounting adjustment that was recorded in connection with the 2002 step acquisition of UGC.
- (9) Represents the elimination of other individually insignificant items in UGC's statement of operations as a result of purchase accounting adjustments that were recorded in connection with the 2002 step acquisition of UGC.
- (10) The pro forma adjustments associated with the Consummated Transactions and the Proposed Mergers had no impact on pro forma income tax expense due primarily to the fact that the pro forma adjustments relate to jurisdictions where valuation allowances have been provided against deferred tax assets.
- (11) Represents the elimination of the minority interests share of UGC's results as a result of the Proposed Mergers.
- (12) The historical weighted average shares outstanding assume that the June 7, 2004 distribution of LMI common stock to the stockholders of Liberty occurred on January 1, 2003 and the pro forma weighted average shares outstanding assume that the number of Liberty Global common shares that would have been issued and outstanding had the Proposed Mergers occurred on September 30, 2004 were outstanding since January 1, 2003.

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ADDITIONAL INFORMATION

Legal Matters

Legal matters relating to the validity of the securities to be issued in the mergers will be passed upon by Baker Botts L.L.P.

Stockholder Proposals

We currently expect that Liberty Global's first annual meeting of stockholders will be held during the [____]. In order to be eligible for inclusion in Liberty Global's proxy materials for its first annual meeting, any stockholder proposal must be submitted in writing to Liberty Global's Corporate Secretary and received at Liberty Global's executive offices, by the close of business on [____] or such later date as Liberty Global may determine and announce in connection with the actual scheduling of the annual meeting. To be considered for presentation at Liberty Global's first annual meeting, although not included in its proxy statement, any stockholder proposal must be received at the executive offices of Liberty Global on or before the close of business on [____] or such later date as Liberty Global may determine and announce in connection with the actual scheduling of the annual meeting.

All stockholder proposals for inclusion in Liberty Global's proxy materials will be subject to the requirements of the proxy rules adopted under the Exchange Act and, as with any stockholder proposal (regardless of whether it is included in Liberty Global's proxy materials), Liberty Global's restated certificate of incorporation, Liberty Global's bylaws and Delaware law.

Where You Can Find More Information

Liberty Global has filed with the Securities and Exchange Commission a registration statement on Form S-4 under the Securities Act with respect to the securities being offered by this joint proxy statement/prospectus. This joint proxy statement/prospectus, which forms a part of the registration statement, does not contain all the information included in the registration statement and the exhibits thereto. You should refer to the registration statement, including its exhibits and schedules, for further information about Liberty Global and the securities being offered hereby.

LMI and UGC are each subject to the information and reporting requirements of the Exchange Act and, in accordance with the Exchange Act, LMI and UGC each file periodic reports and other information with the Securities and Exchange Commission. You may read and copy any document that they or Liberty Global file at the Public Reference Room of the Securities and Exchange Commission at 450 Fifth Street, NW, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Securities and Exchange Commission at (800) SEC-0330. You may also inspect such filings on the Internet website maintained by the SEC at www.sec.gov. Information contained on any website referenced in this joint proxy statement/prospectus is not incorporated by reference in this prospectus. In addition, copies of documents filed by LMI and UGC with the Securities and Exchange Commission are also available by contacting LMI or UGC, as applicable, by writing or telephoning the office of Investor Relations:

Liberty Media International, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
Telephone: (877) 783-7676

UnitedGlobalCom, Inc.
4643 South Ulster Street, Suite 1300
Denver, Colorado 80237
Telephone: (303) 770-4001

The Securities and Exchange Commission allows UGC to incorporate by reference information into this document, which means that we can disclose important information about UGC to you by referring you to other documents. The information incorporated by reference is an important part of this joint proxy statement/prospectus,

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and is deemed to be part of this document except for any information superseded by this document or any other document incorporated by reference into this document. Any statement, including financial statements, contained in UGC's Annual Report on Form 10-K for the year ended December 31, 2003 shall be deemed to be modified or superseded to the extent that a statement, including financial statements, contained in this joint proxy statement/prospectus or in any other later incorporated document modifies or supersedes that statement. We incorporate by reference the documents listed below and any future filings made by UGC with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering described herein:

UGC's Annual Report on Form 10-K for the fiscal year ended December 31, 2003;

UGC's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004; and

UGC's Current Reports on Form 8-K as follows (other than the portions of those documents not deemed filed):

Date of Report	Date of Filing
January 17, 2005	January 24, 2005
January 17, 2005	January 18, 2005
January 10, 2005	January 12, 2005
December 15, 2004	January 7, 2005
December 16, 2004	December 20, 2004
December 7, 2004	December 13, 2004
December 2, 2004	December 8, 2004
November 9, 2004	November 9, 2004
October 14, 2004	October 18, 2004
October 1, 2004	October 4, 2004
September 22, 2004	September 22, 2004
September 16, 2004	September 16, 2004
August 9, 2004	August 9, 2004
July 1, 2004	September 7, 2004
July 1, 2004	July 9, 2004
June 29, 2004	July 1, 2004
June 7, 2004	June 21, 2004
June 10, 2004	June 10, 2004
April 23, 2004	May 5, 2004

April 16, 2004	April 19, 2004
April 6, 2004	April 7, 2004
March 31, 2004	April 1, 2004
February 20, 2004	February 20, 2004
February 18, 2004	February 19, 2004
February 13, 2004	February 13, 2004
January 21, 2004	January 23, 2004
January 20, 2004	January 21, 2004
January 12, 2004	January 12, 2004
January 7, 2004	January 8, 2004
January 5, 2004	January 6, 2004

Neither LMI nor UGC has authorized anyone to give any information or make any representation about the mergers, Liberty Global, LMI or UGC, that is different from, or in addition to, the information contained in this joint proxy statement/prospectus or in any of the materials that we have incorporated into this document by reference. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint

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proxy statement/prospectus or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus does not extend to you. The information contained in this joint proxy statement/prospectus speaks only as of the date of this joint proxy statement/prospectus unless the information specifically indicates that another date applies.

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**APPENDIX A: INFORMATION CONCERNING LIBERTY MEDIA INTERNATIONAL, INC.
PART 1: DESCRIPTION OF BUSINESS**

General Development of Business

We are a holding company that, through our ownership of interests in subsidiaries and affiliates, provides broadband distribution services and video programming services to subscribers in Europe, Japan, Latin America and Australia. Our principal assets are our subsidiaries, UnitedGlobalCom, Inc., Liberty Cablevision of Puerto Rico Ltd. and Pramer S.C.A., and our affiliates, Jupiter Telecommunications Co., Ltd. and Jupiter Programming Co., Ltd.

Liberty Media International, Inc. (together with its subsidiaries, LMI, we, us, our or similar terms) was formed March 2004 as a wholly owned subsidiary of Liberty Media Corporation, which we refer to as Liberty. Liberty transferred, and caused its other subsidiaries to transfer to us, substantially all of the assets comprising Liberty's International Group, together with cash and certain financial assets. On June 7, 2004, Liberty distributed to its shareholders, on a pro rata basis, all of our shares of common stock, which we refer to as the Spin Off, and we became an independent, publicly traded company.

Recent Developments

On January 5, 2004, Liberty completed a transaction pursuant to which the founding shareholders of UnitedGlobalCom, Inc., which we refer to as UGC, transferred to Liberty 8.2 million shares of Class B common stock in exchange for 12.6 million shares of Liberty's common stock and a cash payment. Upon closing of this exchange, the restrictions contained in the existing standstill agreement between Liberty and UGC on the amount of UGC's stock that Liberty could acquire and on the way Liberty could vote its shares of UGC stock terminated and Liberty gained control of UGC. Substantially all of Liberty's direct and indirect interest in UGC was transferred to us prior to the Spin Off.

On January 12, 2004, Old UGC, Inc., a wholly owned subsidiary of UGC that principally owns UGC's interests in businesses in Latin America and Australia, filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code. Old UGC's plan of reorganization, as amended, was confirmed by the Bankruptcy Court on November 10, 2004, and the restructuring of its indebtedness and other obligations pursuant to the plan was completed on November 24, 2004.

On January 23, 2004, we, Liberty and CristalChile Comunicaciones S.A., our partner in Metr polis-Intercom S.A., a cable operator in Chile, entered into an agreement pursuant to which each agreed to use its respective commercially reasonable efforts to combine the businesses of Metr polis and VTR GlobalCom S.A., a wholly owned subsidiary of UGC that owns UGC's Chilean operations. The combination is subject to certain conditions, including the execution of definitive agreements, Chilean regulatory approval, the approval of the respective boards of directors of the relevant parties (including, in the case of UGC, the independent members of UGC's board of directors) and the receipt of necessary third party approvals and waivers. The Chilean antitrust authorities approved the combination in October 2004 subject to certain conditions. However, an action has been filed with the Chilean Supreme Court seeking to reverse such approval. We, CristalChile and UGC are currently negotiating the terms of the definitive agreements for the combination.

In February 2004, UGC issued 83.0 million shares of its Class A common stock, 2.3 million shares of its Class B common stock and 84.9 million shares of its Class C common stock pursuant to a fully subscribed rights offering, resulting in gross proceeds to UGC of \$1.0 billion.

Also in February 2004, UPC Polska, Inc., an indirect subsidiary of UGC, emerged from its U.S. bankruptcy proceedings. Pursuant to UPC Polska's plan of reorganization, claim holders received aggregate consideration consisting of cash, new 9% UPC Polska Notes due 2007 and 2.0 million shares of UGC's Class A common stock in exchange for cancellation of their claims. On July 16, 2004, UPC Polska redeemed the new 9% UPC Polska Notes at par plus accrued but unpaid interest.

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On April 6, 2004, UGC sold \$500 million aggregate principal amount of its 3¼% convertible senior notes due April 15, 2024. The convertible notes are convertible into shares of UGC's Class A common stock at an initial conversion price of \$9.7561 per share.

In June 2004, UPC Distribution Holding B.V., an indirect subsidiary of UGC, amended its senior secured credit facility, which we refer to as the UPC Distribution Bank Facility, to add a new Facility E term loan to replace the undrawn Facility D term loan. Proceeds from Facility E totaled \$1.0 billion, which, in conjunction with \$450 million of cash contributed indirectly by UGC, was used to repay some of the indebtedness borrowed under the other tranches of the credit facility, to redeem the 9% UPC Polska Notes referred to above and to provide funding for the Noos acquisition described below. In December 2004, the UPC Distribution Bank Facility was amended to add a new Facility F term loan that increased UPC Distribution's average debt maturity and available liquidity, and reduced its average interest margin. The amendment consisted of a \$525.0 million tranche and a \$140.0 million tranche, totaling \$665.0 million in gross proceeds. These proceeds were applied to (1) repay \$245.0 million under the Facility A revolver (representing all then outstanding amounts), (2) prepay \$101.2 million of the term loan Facility B that matured in June 2006, (3) prepay \$177.0 million of Facility C debt and (4) pay transaction fees of \$11.8 million.

On May 20, 2004, we made secured loans to and acquired all of the issued and outstanding shares of Princes Holdings Limited, pursuant to a restructuring under Irish insolvency laws of the debt and other obligations of Princes Holdings and its wholly owned subsidiary, Chorus Communication Limited. In December 2004, we sold 100% of the equity of Princes Holdings to a subsidiary of UGC for 6.4 million shares of UGC's Class A common stock.

On July 1, 2004, UPC Broadband France SAS, an indirect wholly owned subsidiary of UGC and the owner of UGC's French cable television operations, completed its acquisition of Suez-Lyonnaise Telecom SA, which we refer to as Noos, France's largest cable operator, from Suez SA, a French utility group, for cash and a 19.9% equity interest in UPC Broadband France.

On July 19, 2004, our investment in Senior Notes and Senior Discount Notes of Telewest Communications plc was converted into approximately 7.5% of the outstanding common stock of Telewest Global, Inc.

In August 2004, we issued 28.2 million shares of our Series A common stock and 1.2 million shares of our Series B common stock pursuant to a fully subscribed rights offering, resulting in gross proceeds to us of \$739.4 million.

Also in August 2004, we, Sumitomo Corporation and Microsoft Corporation effectively converted a portion of our respective subordinated loans to Jupiter Telecommunications Co., Ltd., which we refer to as J-COM, into equity. Such conversions did not have a material impact on our, Sumitomo's or Microsoft's respective ownership interests in J-COM. In December 2004, J-COM repaid the balance of these subordinated shareholder loans in cash.

Subsequent to the Spin Off, our management and Board of Directors undertook a review of our assets and determined that it would be advisable to monetize or dispose of our financial assets and to consider disposing of other non-consolidated non-cash-flow producing assets if opportunities arose. Consistent with the foregoing, prior to December 31, 2004, we sold all of our shares of Telewest Global and 4.5 million shares of Class A common stock of News Corporation, Inc.

In October 2004, we also sold our 10% interest in Sky Multicountry and entered into agreements to sell our 10% interest in each of Sky Brasil and Sky Mexico. Sky Multicountry, Sky Brasil and Sky Mexico, which we refer to collectively as Sky Latin America, offer entertainment services via satellite through owned and affiliated distribution platforms in Latin America. The closing of the transfer of our interests in Sky Brasil and Sky Mexico are subject to receipt of regulatory approvals and other customary conditions.

Then, in November 2004, we entered into a put-call agreement with respect to our right and obligation to subscribe for newly issued shares of Cablevisión S.A., a cable television operator in Argentina, in the event that Cablevisión's pending restructuring under local law of its debt and other obligations is approved. Consummation of this transaction, which is expected to occur in the first quarter of 2005, will result in the elimination of our

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subscription right and obligation in consideration of a cash payment, 50% of which has been paid as a down payment. Separately, the counterparty to our total return debt swap with respect to certain bonds of Cablevisión, with our consent, entered into a participation agreement with a third party, which in January 2005 resulted in the termination of our liability under the total return debt swap and the return of our posted collateral.

On October 15, 2004, our indirect wholly owned subsidiary, Belgian Cable Holdings, entered into an agreement to restructure its investment in the debt of Cable Partners Europe, which we refer to as CPE, and one of its two indirect majority-owned subsidiaries, which we refer to as the InvestCos. In December 2004, two European subsidiaries of UGC acquired Belgian Cable Holdings from us for cash. Thereafter, Belgian Cable Holdings effected the debt restructuring by contributing cash and its investment in the debt of one of the InvestCos to Belgian Cable Investors, L.L.C., a wholly owned subsidiary of CPE, in exchange for 78.4% of the common equity and 100% of the preferred equity of Belgian Cable Investors. CPE owns the remaining 21.6% of the common equity of Belgian Cable Investors. Most of the proceeds of Belgian Cable Holdings' investment was then distributed by Belgian Cable Investors to CPE and used by CPE to purchase its debt held by Belgian Cable Holdings for a purchase price approximately equal to Belgian Cable Holdings' cost of acquiring the CPE debt plus accrued interest. As a result of the foregoing transaction, UGC holds 78.4% of an indirect 14.1% interest in Telenet Group Holding N.V., Belgium's largest cable system operator in terms of number of subscribers.

On November 16, 2004, chellomedia BV, an indirect wholly owned subsidiary of UGC, entered into an agreement with two Dutch investment groups to acquire parts of the Canal+ business in The Netherlands, including all of its content activities in that country, for cash and the assumption of certain guaranteed output payments to film studios. Canal+ currently packages and distributes premium sports and movie programming under the Canal+ brand name to customers in The Netherlands. The transaction is subject to regulatory approval. In a separate transaction, as part of a settlement of all existing litigation with Canal+, UPC Nederland, UGC's Dutch subsidiary, has agreed to enter into a new long-term wholesale distribution agreement for the Canal+ premium movie and sports channels.

In December 2004, a subsidiary of chellomedia BV entered into an agreement to sell its 28.7% interest in EWT Holding GmbH to the other investors in EWT Holding for cash. Chellomedia received 90% of the purchase price on January 31, 2005 and the remaining 10% is due and payable not later than June 30, 2005.

On December 7, 2004, we purchased 3.0 million shares of our Series A common stock from Comcast Corporation for cash.

During 2004 subsequent to the Spin Off, Liberty Japan MC, LLC, the subsidiary through which we hold our interest in Mediatti Communications, Inc., a Japanese broadband provider of cable and Internet access services, acquired additional shares of the stock of Mediatti, thereby increasing its interest from 23.6% to 37.3%. In December 2004, Sumitomo Corporation acquired a net 6.9% interest in Liberty Japan MC for a purchase price equal to the same percentage of our investment in Mediatti. Sumitomo has the option until February 2006 to increase its interest in Liberty Japan MC to up to 50%, at a purchase price equal to the greater of the then fair market value of the additional interests so acquired and our investment in such interests.

Pursuant to a contribution agreement between Sumitomo and us, on December 28, 2004, our approximate 45% equity interest in J-COM and most of Sumitomo's approximate 32% equity interest in J-COM were combined in LMI/Sumisho Super Media, LLC, which we refer to as Super Media. Prior to the contribution agreement closing, Super Media was our wholly owned subsidiary and owned an approximate 11.5% equity interest in J-COM. At the closing, we contributed our remaining 33.5% equity interest in J-COM to Super Media and Sumitomo contributed an approximate 20% equity interest in J-COM to Super Media, bringing Super Media's total equity interest in J-COM to approximately 65%. Subject to certain conditions, Sumitomo has the obligation to contribute to Super Media substantially all of its remaining 12% equity interest in J-COM during 2005.

On January 17, 2005, chellomedia acquired an 87.5% interest in Zone Vision Networks Ltd. from its current shareholders. Zone Vision is a programming company that owns three pay television channels and represents over 30 international channels. The consideration for the transaction consisted of cash and 1.6 million shares of UGC's Class A common stock, which are subject to a five-year vesting period. As part of the transaction,

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chellomedia will contribute to Zone Vision the 49% shareholding it already holds in Reality TV Ltd. and chellomedia's Club channel business.

On January 17, 2005, we entered into an agreement and plan of merger with UGC pursuant to which we each would merge with a separate wholly owned subsidiary of a new parent company named Liberty Global, Inc., which we have formed for purposes of the mergers. In the mergers, each outstanding share of our Series A common stock and Series B common stock would be exchanged for one share of the corresponding series of Liberty Global common stock. Stockholders of UGC (other than us and our wholly owned subsidiaries) may elect to receive for each share of UGC common stock owned either 0.2155 of a share of Liberty Global Series A common stock (plus cash instead of any fractional share interest) or \$9.58 in cash. Cash elections will be subject to proration so that the aggregate cash consideration paid to UGC's stockholders does not exceed 20% of the aggregate value of the merger consideration payable to UGC's public stockholders. Completion of the transactions is subject, among other conditions, to approval of both companies' stockholders, including in the case of UGC, the affirmative vote of a majority of the voting power of the UGC shares not beneficially owned by us, Liberty, any of our respective subsidiaries or any of the executive officers or directors of us, Liberty or UGC.

On February 9, 2005, J-COM entered into separate agreements with Sumitomo Corporation, Microsoft Corporation and us to acquire our respective interests in Chofu Cable, Inc., a small Japanese broadband communications provider, for cash. Closing on all three transactions is expected to occur at the end of February 2005 and will result in J-COM's owning an approximate 92% equity interest in Chofu Cable.

On February 10, 2005, UPC Broadband Holding, an indirect wholly owned subsidiary of UGC, acquired 100% of the shares in Telemach d.o.o., a broadband communications provider in Slovenia for cash.

Narrative Description of Business

Overview

Broadband Distribution.

We offer a variety of broadband distribution services over our cable television systems, including analog video, digital video, Internet access and telephony. Available service offerings depend on the bandwidth capacity of our cable systems and whether they have been upgraded for two-way communications. In select markets, we also offer video services through direct-to-home satellite television distribution or DTH. We operate our broadband distribution businesses in Europe principally through our subsidiary UGC; in Japan principally through our 45.45%-owned affiliate Jupiter Telecommunications, Co., Ltd., which we refer to as J-COM; and in Latin America principally through UGC's subsidiary VTR GlobalCom S.A., our subsidiary Liberty Cablevision of Puerto Rico Ltd., which we refer to as Puerto Rico Cable, and our 50%-owned affiliate Metr polis-Intercom S.A., which we refer to as Metr polis.

The following table presents certain operational data, as of December 31, 2004, with respect to the broadband distribution systems of our subsidiaries and affiliates in Europe, Japan and Latin America. For purposes of this presentation, we refer to Puerto Rico, the islands of the Caribbean and the countries of Central

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and South America collectively as Latin America. This table reflects 100% of the operational data applicable to each subsidiary or affiliate regardless of our ownership percentage.

	Homes in Service Area	Homes Passed	Two-way Homes Passed	Video		
				Basic Cable Subscribers	DTH Subscribers	Digital Cable Subscribers
				(4)	(5)	(6)
(1)	(2)	(3)	(4)	(5)	(6)	
Europe:						
UGC*						
Western Europe	12,214,300	9,528,600	7,463,300	5,223,500		767,300
Central and Eastern Europe	5,159,300	4,552,200	1,739,800	2,650,300	245,100	
Total Europe	17,373,600	14,080,800	9,203,100	7,873,800	245,100	767,300
Japan:						
J-COM**	7,106,600	6,861,800	6,850,200	1,592,500		243,500
Other	1,047,800	868,400	868,400	121,400		6,200
Total Japan	8,154,400	7,730,200	7,718,600	1,713,900		249,700
Latin America:						
UGC*						
VTR						
GlobalCom(11)	2,350,000	1,793,900	1,070,700	518,500	4,500	
Other	950,600	82,200	45,700	21,400		6,300
Puerto Rico Cable	425,000	324,600	302,800	121,200		43,700
Metrópolis(11)	2,250,000	1,213,800	224,000	224,800		7,500
Total Latin America(11)	5,975,600	3,414,500	1,643,200	885,900	4,500	57,500
Total	31,503,600	25,225,600	18,564,900	10,473,600	249,600	1,074,500

	Internet		Telephony	
	Homes Serviceable	Subscribers	Homes Serviceable	Subscribers
	(7)	(8)	(9)	(10)
Europe:				
UGC*				
Western Europe	7,453,600	1,042,000	4,044,100	424,600
Central and Eastern Europe	1,733,100	178,500	415,600	68,900
Total Europe	9,186,700	1,220,500	4,459,700	493,500
Japan:				
J-COM**	6,850,200	751,600	6,370,100	773,000
Other	868,400	60,300		
Total Japan	7,718,600	811,900	6,370,100	773,000
Latin America:				

UGC*				
VTR GlobalCom(11)	1,070,700	176,300	1,052,700	310,000
Other	45,700	4,300		
Puerto Rico Cable	302,800	20,500	302,800	9,000
Metrópolis(11)	224,000	38,200	224,000	10,800
Total Latin America(11)	1,643,200	239,300	1,579,500	329,800
Total	18,548,500	2,271,700	12,409,300	1,596,300

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- * Excludes systems owned by affiliates that are not consolidated with UGC for financial reporting purposes.
- ** Includes managed systems owned by entities in which J-COM has an equity interest but that are not consolidated with J-COM for financial reporting purposes. Excludes managed systems owned by Chofu Cable, Inc. in which J-COM had no equity interest at December 31, 2004. On February 9, 2005, J-COM entered into agreements to acquire a controlling interest in Chofu Cable. Data for Chofu Cable's systems are included under Japan-Other in the table. Also excludes households to which J-COM provides only retransmission services of terrestrial television signals.
- (1) Homes in Service Area are homes that can potentially be served by our networks, based on census data and other market information.
- (2) Homes Passed are homes that can be connected to our networks without further extending the distribution plant. As a result of mapping audits, J-COM increased its homes passed by approximately 800,000 homes during 2004.
- (3) Two-way Homes Passed are homes passed by our networks where customers can request and receive the installation of a two-way addressable set-top converter, cable modem, transceiver and/or voice port which, in most cases, allows for the provision of video and Internet services and, in some cases, telephony services.
- (4) Basic Cable Subscriber is comprised of basic cable video customers that are counted on a per connection basis. UGC has lifeline customers that are counted on a per connection basis, representing the least expensive regulated tier of basic cable service, with only a few channels. Commercial contracts such as hotels and hospitals are counted on an equivalent bulk unit (EBU) basis. EBU is calculated by dividing the bulk price charged to accounts in an area by the most prevalent price charged to non-bulk residential customers in that market for the comparable tier of service. In some cases, non-paying subscribers are counted as subscribers during their free promotional service period. Some of these subscribers choose to disconnect after their free service period.
- (5) DTH Subscriber is a home or commercial unit that receives our video programming broadcast directly to the home via a geosynchronous satellite.
- (6) Digital Cable Subscriber is a customer with one or more digital converter boxes that also receives our digital video service. A Digital Cable Subscriber is counted as one Basic Cable Subscriber.
- (7) Internet Homes Serviceable are homes that can be connected to our networks, where customers can request and receive Internet access services.
- (8) Internet Subscriber is a home or commercial unit with one or more cable modems connected to our networks, where a customer has requested and is receiving high-speed Internet access services.
- (9) Telephony Homes Serviceable are homes that can be connected to our networks, where customers can request and receive voice services.
- (10) Telephony Subscriber is a home or commercial unit connected to our networks, where a customer has requested and is receiving voice services.
- (11) VTR GlobalCom and Metr polis-Intercom operate in the same geographic area. Consequently, many of the same homes are included in the data presented.
Video Programming.

We own programming networks that provide video programming channels to multi-channel distribution systems owned by us and by third parties. We also represent programming networks owned by others. Our programming networks distribute their services through a number of distribution technologies, principally cable television and DTH. Programming services may be delivered to subscribers as part of a video distributor's basic package of programming services for a fixed monthly fee, or may be delivered as a premium programming service for an additional monthly charge or on a pay-per-view basis. Whether a programming service is on a basic or premium tier, the programmer generally enters into separate affiliation agreements, providing for terms of one or more years, with those distributors that agree to carry the service. Basic programming services derive their revenues from per-subscriber license fees received from distributors and the sale of advertising time on their networks or, in the case of shopping channels, retail sales. Premium services generally do not sell advertising and

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primarily generate their revenues from subscriber fees. Programming providers generally have two sources of content: (1) rights to productions that are purchased from various independent producers and distributors, and (2) original productions filmed for the programming provider by internal personnel or contractors. We operate our programming businesses in Europe principally through the chellomedia division of UGC; in Japan principally through our affiliate Jupiter Programming Co., Ltd., which we refer to as JPC; and in Latin America principally through our subsidiary, Pramer S.C.A.

Operations***Europe UnitedGlobalCom, Inc.***

Our European operations are conducted primarily through UnitedGlobalCom, Inc. We currently own an approximate 53.6% common equity interest, representing an approximate 91.0% voting interest, in UGC. UGC is one of the largest broadband communications providers, in terms of aggregate number of subscribers and homes passed, outside the United States. UGC provides video distribution services and/or Internet access and telephony services in 16 countries worldwide.

UGC's European operations are conducted through its wholly owned subsidiary, UGC Europe, Inc., which provides services in 13 countries in Europe. UGC Europe's operations are currently organized into two principal divisions: UPC Broadband and chellomedia. Through its UPC Broadband division, UGC Europe provides video, high-speed Internet access and telephony services over its networks and operates the largest cable network in each of The Netherlands, France, Austria, Poland, Hungary, Czech Republic, Slovak Republic and Slovenia and the second largest cable network in Norway, in each case in terms of number of subscribers. UGC Europe's high-speed Internet access service is provided over the UPC Broadband network infrastructure generally under the brand name chello. Depending on the capacity of the particular network, UGC Europe may provide up to five tiers of high-speed Internet access: chello starter, chello entry, chello light, chello classic and chello plus. For information concerning the chellomedia division, see *chellomedia and Other*.

Provided below is country-specific information with respect to the broadband distribution services of the UPC Broadband division:

The Netherlands

UGC Europe's networks in The Netherlands, which we refer to as UGC-Netherlands, passed approximately 2.6 million homes and had approximately 2.3 million basic cable subscribers, 397,400 Internet subscribers and 182,100 telephony subscribers as of December 31, 2004. Over 30% of Dutch households receive at least analog cable service from UGC-Netherlands. UGC-Netherlands' subscribers are located in six regional clusters, including the major cities of Amsterdam and Rotterdam. Its networks are approximately 95% upgraded to two-way capability, with approximately 94% of its basic cable subscribers served by a system with a bandwidth of at least 860 MHz.

UGC-Netherlands provides analog cable services to approximately 87% of its homes passed. Approximately 82% of UGC-Netherlands' homes passed are capable of receiving digital cable service. UGC-Netherlands offers its digital cable subscribers a basic package of 58 channels with an option to subscribe for up to 15 additional general entertainment, movie, sports, music and ethnic channels and an electronic program guide. UGC-Netherlands' digital cable service also offers 56 channels of near-video-on-demand, or *NVOD*, services and interactive services, including television-based email, to approximately 57% of its homes passed.

UGC-Netherlands offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 8 Mbps. Approximately 17% of its basic cable subscribers also receive its Internet access service, representing approximately 100% of its Internet subscribers.

Multi-feature telephony services are available from UGC-Netherlands to approximately 62% of its homes passed. Approximately 8% of its basic cable subscribers also receive its telephony services, representing approximately 100% of its telephony subscribers. In September 2004, UGC-Netherlands began offering telephony services to its two-way homes passed by applying Voice-over-Internet Protocol or *VoIP*.

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In early 2004, UGC-Netherlands launched self-install for all of its Internet access services, allowing subscribers to install the technology themselves and save money on the installation fee. UGC-Netherlands also launched self-install for its digital cable services in June 2004. Approximately 50% of its new Internet subscribers have chosen to self-install their new service, and approximately 30% of its new digital subscribers have chosen to self-install their new service.

France

UGC Europe's networks in France (including Noos), which we refer to as UGC-France, passed approximately 4.6 million homes and had 1.5 million basic cable subscribers, 247,100 Internet subscribers and 66,600 telephony subscribers as of December 31, 2004. Its major operations are located in Paris and its suburbs including the Marne la Vallee area east of Paris, Strasbourg, Orleans, Le Mans, the suburbs of Lyon, the southeast region, and other operations spread throughout France. Its network is approximately 72% upgraded to two-way capability, with approximately 90% of its basic cable subscribers served by a system with a bandwidth of at least 750 MHz.

In 2004, UGC-France extended the reach of its digital cable platform, which is now available to approximately 90% of its homes passed. The digital platform offers a number of options in terms of packages from 52 channels for the entry-level tier to more than 100 channels for the premium tier. Programming includes series, general entertainment, youth, sports, news, documentary, music, lifestyle and foreign channels. With all tiers, UGC-France offers a number of movie premium packages, a pay-per-view service, numerous a la carte channels and several Canal+ channels. UGC-France intends to migrate most of its analog cable subscribers to this new digital platform.

UGC-France offers three tiers of chello and Noos brand high-speed Internet access service with download speeds ranging from 512 Kbps to 10 Mbps. Approximately 12% of its basic cable subscribers also receive Internet service, representing approximately 75% of its Internet subscribers.

Multi-feature telephony services are available from UGC-France to approximately 15% of its homes passed.

Suez SA owns a 19.9% equity interest in UGC-France. Subject to the terms of a call option, the indirect wholly owned subsidiary of UGC that holds the remaining 80.1% equity interest in UGC-France, which we refer to as UGC France Holdco, has the right through June 30, 2005 to purchase from Suez all of its equity interest in UGC-France for 85,000,000, subject to adjustment, plus interest. The purchase price may be paid in cash, shares of UGC's Class A common stock or shares of our Series A common stock. Subject to the terms of a put option, Suez may require UGC France Holdco to purchase Suez's equity interest in UGC-France at specified times prior to or after July 1, 2007, July 1, 2008 or July 1, 2009 for the then fair market value of such equity interest or assist Suez in obtaining an offer to purchase its equity interest in UGC-France. UGC France Holdco also has the option to purchase Suez's equity interest in UGC-France during specified periods shortly after July 1, 2007, July 1, 2008 and July 1, 2009 at the then fair market value of such equity interest payable in cash or marketable securities.

Austria

UGC Europe's networks in Austria, which we refer to as UGC-Austria, passed 946,900 homes and had 501,400 basic cable subscribers, 242,500 Internet subscribers and 152,500 telephony subscribers as of December 31, 2004. UGC-Austria's subscribers are located in regional clusters encompassing the capital city of Vienna, two other regional capitals and two smaller cities. Each of the cities in which it operates owns, directly or indirectly, 5% of the local operating company of UGC-Austria. UGC-Austria's network is almost entirely upgraded to two-way capability, with approximately 97% of its basic cable subscribers served by a system with a bandwidth of at least 750 MHz.

UGC-Austria provides a single offering to its analog cable subscribers that consists of 34 channels, mostly in the German language. UGC-Austria's digital platform offers more than 100 basic and premium TV channels, plus NVOD, interactive services, television-based e-mail and an electronic program guide. UGC-Austria's premium content includes first run movies, as well as specific ethnic offerings, including Serb and Turkish channels.

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UGC-Austria offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 2.6 Mbps. UGC-Austria's high-speed Internet access is available in all of the cities in its operating area. Approximately 37% of its basic cable subscribers also receive its Internet access service, representing approximately 76% of its Internet subscribers.

Multi-feature telephony services are available from UGC-Austria to approximately 96% of its homes passed. UGC-Austria offers basic dial tone service as well as value-added services. UGC-Austria also offers a bundled product of fixed line and mobile telephony services in cooperation with the third largest mobile phone operator in Austria under the brand Take Two. More than 100,000 of its telephony subscribers subscribe to this product. Approximately 22% of UGC-Austria's basic cable subscribers also receive its telephony service, representing approximately 72% of its telephony subscribers.

Norway

UGC Europe's networks in Norway, which we refer to as UGC-Norway, passed 486,600 homes and had 341,000 basic cable subscribers, 48,500 Internet subscribers and 22,900 telephony subscribers as of December 31, 2004. Its main network is located in Oslo and its other systems are located primarily in the southeast and along Norway's southwestern coast. UGC-Norway's networks are approximately 50% upgraded to two-way capability, with approximately 30% of its basic cable subscribers served by a system with a bandwidth of at least 860 MHz. Digital cable services are offered to approximately 39% of UGC-Norway's homes passed.

UGC-Norway has a basic analog cable package with 15 channels, and a plus-package with 23 channels. UGC-Norway's highest analog tier, the total package, includes the plus-package and 12 additional channels. Customers can also subscribe to premium channels, such as movie, sports and ethnic channels. Approximately 60% of UGC-Norway's basic cable subscribers consist of multi-dwelling units, or MDUs, with a discounted pricing structure.

UGC-Norway's basic digital cable package consists of 29 channels. Its upper-level digital package includes an additional 21 channels. Subscribers to the basic digital cable package can subscribe to channels from the upper-level digital package for an additional fee. Different movie, sports, entertainment and ethnic channels may be selected from an a la carte menu for a per-channel fee. To complement its digital offering, UGC-Norway launched 48 channels of NVOD service in 2004.

UGC-Norway offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 4 Mbps. Approximately 14% of its basic cable subscribers also receive its Internet service, representing approximately 100% of its Internet subscribers.

Multi-feature telephony services are available from UGC-Norway to approximately 31% of its homes passed. Approximately 7% of its basic cable subscribers also receive telephony service, representing approximately 100% of its telephony subscribers.

Sweden

UGC Europe's network in Sweden, which we refer to as UGC-Sweden, passed 421,600 homes and had 292,300 basic cable subscribers and 76,000 Internet subscribers as of December 31, 2004. It operates in the greater Stockholm area on leased fiber from Stokab AB, a city controlled entity with exclusive rights to lay cable ducts for communications or broadcast services in the city of Stockholm. These lease terms vary from 10 to 25 years, and expire beginning in 2012 through 2018. UGC-Sweden does not offer telephony service. Its network is approximately 67% upgraded to two-way capability, with all of its basic cable subscribers served by a system with a bandwidth of at least 550 MHz.

UGC-Sweden provides all of its basic cable subscribers with a lifeline service consisting of four must-carry channels. In addition to this lifeline service, UGC-Sweden offers an analog cable package with 12 channels and a digital cable package with up to 80 channels. Its program offerings include domestic, foreign, sport and premium movie channels, as well as digital event channels such as seasonal sport and real life entertainment events. Approximately 39% of the homes served by UGC-Sweden's network subscribe to the

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lifeline analog cable service only. Approximately 13% of its basic cable subscribers are digital cable subscribers. To complement its digital offering, UGC-Sweden launched 24 channels of NVOD service in 2004.

UGC-Sweden offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 128 Kbps to 8 Mbps. Approximately 26% of its basic cable subscribers subscribe to its Internet service, representing approximately 100% of its Internet subscribers.

Belgium

UGC Europe's network in Belgium, which we refer to as UGC-Belgium, passed 155,500 homes and had 134,900 basic cable subscribers and 29,900 Internet access subscribers as of December 31, 2004. Its operations are located in certain areas of Leuven and Brussels, the capital city of Belgium. UGC-Belgium does not offer telephony service. UGC-Belgium's network is fully upgraded to two-way capability, with all of its basic cable subscribers served by a system with a bandwidth of 860 MHz.

UGC-Belgium's analog cable service, consisting of all Belgium terrestrial channels, regional channels and selected European channels, offers 41 channels in Brussels and 39 channels in Leuven. In both regions, UGC-Belgium offers an expanded analog cable package, including a starters pack of three channels that can be upgraded to 15 channels in Leuven and 17 channels in Brussels. This programming generally includes a selection of European and United States thematic satellite channels, including sports, kids, adult, and nature, movies and entertainment channels. UGC-Belgium also distributes three premium channels that are provided by Canal+, two in Brussels and one in Leuven.

UGC-Belgium offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 16 Mbps. Approximately 12% of its basic cable subscribers also receive Internet access service, representing approximately 56% of its Internet subscribers.

Through its indirect wholly owned subsidiary, Belgian Cable Holding, UGC Europe holds 78.4% of the common equity and 100% of the preferred equity of Belgian Cable Investors, L.L.C. Cable Partners Europe LLC, which we refer to as CPE, owns the remaining 21.6% of the common equity of Belgian Cable Investors. Belgian Cable Investors in turn holds an indirect 14.1% economic interest in Telenet Group Holding NV, and certain call options, expiring in 2007 and 2009, to acquire 11.6% and 17.6% respectively, of the outstanding equity of Telenet from existing shareholders. Belgian Cable Investors' indirect 14.1% interest in Telenet results from its majority ownership of two entities, which we refer to as the InvestCos, that hold in the aggregate 18.99% of the stock of Telenet, and a shareholders agreement among Belgian Cable Investors and three unaffiliated investors in the InvestCos that governs the voting and disposition of 21.36% of the stock of Telenet, including the stock held by the InvestCos. Telenet is Belgium's largest cable system operator in terms of number of subscribers.

Pursuant to the agreement with CPE governing Belgian Cable Investors, CPE has the right to require Belgian Cable Holdings to purchase all of CPE's interest in Belgian Cable Investors for the appraised fair market value of such interest during the first 30 days of every six-month period beginning in December 2007. Belgian Cable Holdings has the corresponding right to require CPE to sell all of its interest in Belgian Cable Investors to Belgian Cable Holdings for appraised fair market value during the first 30 days of every six-month period following December 2009.

Poland

UGC Europe's networks in Poland, which we refer to as UGC-Poland, passed approximately 1.9 million homes and had approximately 1 million basic cable subscribers and 53,400 Internet subscribers as of December 31, 2004. UGC-Poland's subscribers are located in regional clusters encompassing eight of the ten largest cities in Poland, including Warsaw and Katowice. UGC-Poland does not offer telephony service. Approximately 30% of its networks are upgraded to two-way capability, with approximately 96% of its basic cable subscribers served by a system with a bandwidth of at least 550 MHz. UGC-Poland continues to upgrade portions of its network that have bandwidths below 550 MHz to bandwidths of at least 860 MHz.

UGC-Poland offers analog cable subscribers three packages of cable television service. Its lowest tier, the broadcast package, includes 4 to 12 channels and the intermediate package includes 13 to 22 channels. The

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higher tier, the full package, includes the broadcast package plus up to 30 additional channels with such themes as sports, kids, science/educational, news, film and music. For an additional monthly charge, UGC-Poland offers two premium television services, the HBO Poland service and Canal+ Multiplex, a Polish-language premium package of three movie, sport and general entertainment channels.

UGC-Poland offers three different tiers of chello brand high-speed Internet access service in portions of its network with download speeds ranging from 512 Kbps to 3 Mbps. UGC-Poland is currently expanding its Internet ready network in Warsaw, Krakow, Gdansk and Katowice and began providing Internet access services in Szczecin and Lublin in the second quarter of 2004. Approximately 5% of its basic cable subscribers also receive its Internet service, representing approximately 88% of its Internet subscribers.

Hungary

UGC Europe's networks in Hungary, which we refer to as UGC-Hungary, passed approximately 1 million homes and had 720,900 basic cable subscribers, 140,400 DTH subscribers, 73,200 Internet subscribers and 68,900 telephony subscribers, as of December 31, 2004. Approximately 67% of its networks are upgraded to two-way capability, with 50% of its basic cable subscribers served by a system with a bandwidth of at least 750 MHz.

UGC-Hungary offers up to four tiers of analog cable programming services (between 4 and 60 channels) and two premium channels, depending on the technical capability of the network. Programming consists of the national Hungarian terrestrial broadcast channels and selected European satellite and local programming that consists of proprietary and third party channels.

UGC-Hungary offers three tiers of chello brand high-speed Internet access service with download speeds ranging from 512 Kbps to 3 Mbps. UGC-Hungary offers these broadband Internet services to 69,200 subscribers in fourteen cities, including Budapest. It also had 4,000 asymmetric digital subscriber line, or ADSL, subscribers at December 31, 2004. Approximately 6% of its basic cable subscribers also receive its Internet service, representing approximately 55% of its Internet subscribers.

Monor Telefon Tarsasag Rt., one of UGC-Hungary's operating companies, offers traditional switched telephony services over a twisted copper pair network in the southeast part of Pest County. In September 2004, UGC-Hungary began offering VoIP telephony services over its cable network in Budapest. As of December 31, 2004, UGC-Hungary had 68,900 telephony subscribers, including 5,200 VoIP subscribers.

Czech Republic

UGC Europe's network in the Czech Republic, which we refer to as UGC-Czech, passed 729,000 homes and had 295,700 basic cable subscribers, 90,100 DTH subscribers and 42,400 Internet subscribers as of December 31, 2004. Its operations are located in more than 80 cities and towns in the Czech Republic, including Prague and Brno, the two largest cities in the country. Approximately 44% of its networks are upgraded to two-way capability, with 40% of its basic cable subscribers served by a system with a bandwidth of at least 750 MHz. UGC-Czech offers two tiers of analog cable programming services, with up to 31 channels, and two premium channels.

UGC-Czech offers four tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 6 Mbps. Approximately 9% of its basic cable subscribers also receive its Internet service, representing approximately 64% of its Internet subscribers.

Romania

UGC Europe's networks in Romania, which we refer to as UGC-Romania, passed 518,700 homes and had 357,000 basic cable subscribers, as of December 31, 2004. UGC-Romania's systems served 34 cities in Romania with 75% of its subscriber base in six cities: Timisoara, Cluj, Ploiesti, Focsani, Bacau and Botosani. UGC-Romania is currently test marketing, on a limited basis, an Internet access product in two of its main systems. Approximately 1% of its networks are upgraded to two-way capability, with 75% of its basic cable subscribers served by a system with a bandwidth of at least 550 MHz. UGC-Romania continues to upgrade its medium size systems to 550 MHz.

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UGC-Romania offers analog cable service with 24 to 36 channels in all of its cities, which include Romanian terrestrial broadcast channels, European satellite programming and regional local programming. Three extra basic packages of 6 to 18 channels each are offered in Timisoara, Ploiesti, Cluj and Bacau. Premium Pay TV (HBO Romania) is offered in 13 cities.

Slovak Republic

UGC Europe's network in the Slovak Republic, which we refer to as UGC-Slovak, passed 413,200 homes and had 282,500 basic cable subscribers, 14,600 DTH subscribers and 9,200 Internet subscribers as of December 31, 2004. Approximately 41% of its networks are upgraded to two-way capability, with 25% of its basic cable subscribers served by a system with a bandwidth of at least 750 MHz. In some areas like Bratislava, the capital city, its network is 98% upgraded to two-way capability.

UGC-Slovak offers two tiers of analog cable service and three premium services. Its lower-tier, the lifeline package, includes 4 to 9 channels. UGC-Slovak's most popular tier, the basic package, includes 16 to 42 channels that generally offer all Slovak terrestrial, cable and local channels, selected European satellite programming and other third-party programming. For an additional monthly charge, UGC-Slovak offers three premium services—HBO, Private Gold and the UPC Komfort package consisting of six thematic third-party channels.

In Bratislava, UGC-Slovak offers five tiers of chello brand high-speed Internet access service with download speeds ranging from 256 Kbps to 2 Mbps. Approximately 3% of its basic cable subscribers also receive Internet access service, representing approximately 85% of its Internet subscribers.

Slovenia

UGC Europe's network in Slovenia, acquired in February 2005, which we refer to as UGC-Slovenia, is the largest broadband communications provider in Slovenia in terms of number of subscribers, with over 100,000 basic cable subscribers and 10,000 Internet subscribers at December 31, 2004.

UGC Slovenia offers analog cable service and one premium movie service. UGC Slovenia's most popular tier, the basic package, includes on average 50 video and 20 radio channels and generally offers all Slovenian terrestrial, cable and local channels, selected European satellite programming and other third-party programming. For an additional monthly charge, UGC Slovenia offers one premium movie service.

UGC Slovenia offers five tiers of high-speed Internet access service with download speeds ranging from 128 Kbps to 2 Mbps.

Ireland

Princes Holdings Limited, through its subsidiary, Chorus Communication Limited, is Ireland's largest cable and multi-point multi-channel distribution system, or MMDS, company outside of Dublin based on customers served. Chorus provided video services to approximately 202,700 customers and Internet access services in portions of its network as of December 31, 2004.

chellomedia and Other

UGC Europe's chellomedia division provides interactive digital products and services, produces and markets thematic channels, operates UGC Europe's digital media center, operates a competitive local exchange carrier, or CLEC, business under the brand name Priority Telecom and owns or manages UGC's investments in various businesses in Europe. Below is a description of the operations of the chellomedia division:

Interactive Services. We expect the development of interactive television services to play an important role in increasing subscriptions to UGC Europe's digital television offerings. The chellomedia division's Interactive Services Group is responsible for developing its core digital products, such as an electronic program guide, walled garden, television-based email, and PC/TV portals as well as other television and PC-based applications supporting various areas, including communications services and enhanced

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television services. A base set of interactive services has been launched by UGC-Netherlands and UGC-Austria, as discussed above.

Transactional Television. Transactional television, branded as Arrivo, is another component of UGC Europe's digital service offerings. UGC-Netherlands currently offers 42 channels of NVOD programming and UGC-Austria currently offers 56 channels of NVOD programming. Arrivo provides digital customers with a wide range of Hollywood blockbusters and other movies. Arrivo is also in the process of developing video-on-demand, or VOD, services for UGC Europe's UPC Broadband division and third-party cable operators. The VOD service will provide VOD subscribers with enhanced playback functionality and will give subscribers access to a broad array of on-demand programming, including movies, live events, local drama, music videos, kids programming and adult programming.

Pay Television. UPCtv, a wholly owned subsidiary of UGC Europe, produces and markets its own pay television products, currently consisting of three thematic channels. The channels target the following genres: extreme sports and lifestyles; women's information and entertainment; and real life documentaries. All three channels originate from UGC Europe's digital media center located in Amsterdam. The DMC is a technologically advanced production facility that services UPCtv and third-party clients with channel origination, post-production and satellite and fiber transmission. The DMC delivers high-quality, customized programming by integrating different video elements, languages (either in dubbed or sub-titled form) and special effects, then transmits the final product to various customers in numerous countries through affiliated and unaffiliated cable systems and DTH platforms.

Priority Telecom. Priority Telecom is a facilities-based business telecommunications provider that provides voice services, high-speed Internet access, private data networks and customized network services to over 7,000 business customers primarily in its core metropolitan markets in The Netherlands, Austria and Norway. UGC Europe owns an approximate 72% economic interest in Priority Telecom.

Investments. Chellomedia is an investor in branded equity ventures for the development of country-specific programming, including Iberian Programming Services, Xtra Music, MTV Networks Polska, Fox Kids Poland and Sports 1. In January 2005, chellomedia acquired an 87.5% interest in Zone Vision Networks Ltd. Zone Vision owns and operates three thematic programming channels, *Reality TV*, *Europa Europa* and *Romantica*, which are broadcast in over 125 countries in 18 languages and represents over 30 international programming channels. Zone Vision's minority shareholders have the right to put 60% of their 12.5% shareholding to chellomedia on the third anniversary, and 100% of their shareholding on the fifth anniversary, of completion of the transaction. Chellomedia has corresponding call rights. The price payable upon exercise of the put or call will be the fair market value of the shareholdings purchased.

Chellomedia also owns or manages UGC's minority interests in other businesses. These include a 25% interest in PrimaCom AG, which owns and operates a cable television and broadband network in Germany and The Netherlands, a 50% interest in Melita Cable PLC, the only cable television and broadband network in Malta, a 25% interest in Telewizyjna Korporacja Partycypacyjna S.A., a DTH programming platform in Poland, and the recently acquired indirect investment in Telenet Group Holding NV through Belgian Cable Investors.

Standstill Agreement with UGC. We have entered into a standstill agreement with UGC pursuant to which we may not acquire more than 90% of UGC's outstanding common stock unless we make an offer or otherwise effect a transaction to acquire all of the outstanding common stock of UGC not already owned by us. Under certain circumstances, such an offer or transaction would require an independent appraisal to determine the price to be paid to shareholders unaffiliated with our company. In addition, we are entitled to preemptive rights with respect to certain issuances of UGC common stock.

Other

We also own approximately 27% of the outstanding shares of The Wireless Group plc, which represents an approximate 22% economic interest. The Wireless Group is a commercial radio group in the United Kingdom

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that operates talkSPORT, a nationwide commercial radio station dedicated to sports, in addition to local and regional stations in North West England, South Wales and Scotland.

UGC owns an approximate 19% equity interest in SBS Broadcasting S.A., a European commercial television and radio broadcasting company.

Japan

Our Japanese operations are conducted primarily through our affiliate Jupiter Telecommunications Co., Ltd., which we refer to as J-COM, and our affiliate Jupiter Programming Co., Ltd., which we refer to as JPC. As of December 31, 2004, we owned an approximate 45% indirect ownership interest in J-COM and a 50% ownership interest in JPC. As of December 31, 2004, we also held approximate 31% and 35% ownership interests, respectively, in Chofu Cable, Inc. and Mediatti Communications, Inc., two smaller Japanese broadband communications providers. Subsequent to December 31, 2004, we entered into an agreement to sell our interest in Chofu Cable to J-COM.

Jupiter Telecommunications Co., Ltd.

J-COM is a leading broadband provider of bundled entertainment, data and communication services in Japan. J-COM is currently the largest multiple-system operator, or MSO, in Japan, as measured by the total number of homes passed and customers. J-COM operates its broadband networks through 19 managed local cable companies, which J-COM refers to as its managed franchises, 16 of which are consolidated subsidiaries. Eighteen of J-COM's managed franchises are clustered around three metropolitan areas of Japan, consisting of the Kanto region (which includes Tokyo), the Kansai region (which includes Osaka and Kobe) and the Kyushu region (which includes Fukuoka and Kita-Kyushu). In addition, J-COM owns and manages a local franchise in the Sapporo area of Japan that is not part of a cluster.

Each managed franchise consists of headend facilities receiving television programming from satellites, traditional terrestrial television broadcasters and other sources, and a distribution network composed of a combination of fiber-optic and coaxial cable, which transmits signals between the headend facility and the customer locations. Almost all of J-COM's networks are upgraded to two-way capability, with all of its cable subscribers served by a system with a bandwidth of 750 or 770 MHz. J-COM provides its managed franchises with experienced personnel, operating and administrative services, sales and marketing, training, programming and equipment procurement assistance and other management services. Each of J-COM's managed franchises uses J-COM's centralized customer management system to support sales, customer and technical services, customer call centers and billing and collection services.

J-COM provides analog and digital cable services in all of its managed franchises. J-COM offers its analog cable subscribers approximately 47 channels, consisting of terrestrial broadcasts, satellite-delivered and local community programs, including news, sports, kids, movies and entertainment channels. J-COM's digital cable subscribers receive approximately 59 channels, not including audio and data channels and premium services. The channel lineup offered through J-COM's digital cable service is generally similar to channels offered in its analog package, but digital broadcasts can be offered in high-definition television format. For an additional fee, digital cable subscribers can receive up to 9 additional premium channels, including movies, animation, adult entertainment and live events. J-COM offers package discounts to customers who subscribe to bundles of J-COM services. In addition to the services offered to its cable television subscribers, J-COM also provides terrestrial broadcast retransmission services to approximately 3.0 million additional households as of December 31, 2004.

J-COM offers high-speed Internet access in all of its managed franchises through its wholly owned subsidiary, @NetHome Co., Ltd, and through its affiliate, Kansai Multimedia Services. J-COM holds a 25.8% interest in Kansai Multimedia, which provides high-speed Internet access in the Kansai region of Japan. These Internet access services offer downstream speeds of either 8 Mbps or 30 Mbps and 2 Mbps upstream. Approximately 578,600 of J-COM's cable subscribers also receive Internet service, representing approximately 77% of its Internet subscribers.

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J-COM currently offers telephony services over its own network in 16 of its 19 franchise areas. In these franchise areas, J-COM's headend facilities contain equipment that routes calls from the local network to J-COM's telephony switches, which in turn transmit voice signals and other information over the network. J-COM currently provides a single line to the majority of its telephony customers, most of whom are residential customers. J-COM charges its telephony subscribers a flat fee for basic telephony service (together with charges for calls made) and offers additional premium services, including call-waiting, call-forwarding, caller identification and three way calling, for a fee. Approximately 599,300 of J-COM's cable subscribers also receive telephony service, representing approximately 78% of its telephony subscribers. In February 2005, J-COM started a trial telephony service using VoIP technology in its Sapporo franchise.

In addition to its 19 managed franchises, J-COM owns non-controlling equity interests, between 5.5% and 20.4%, in three cable franchises and an MSO that are operated and managed by third-party franchise operators.

J-COM sources its programming through multiple suppliers including its affiliate, JPC. J-COM's relationship with JPC enables the two companies to work together to identify and bring key programming genres to the Japanese market and to expedite the development of quality programming services. J-COM and JPC each currently owns a 50% interest in Jupiter VOD Co., Ltd., a joint venture formed in 2004 to obtain video-on-demand, or VOD, programming content to offer VOD services to J-COM franchises. J-COM began offering VOD services to its digital customers on a trial basis in 2004 and anticipates rolling-out VOD service in all of its franchises in 2005. Because J-COM is usually a programmer's largest cable customer in Japan, J-COM is generally able to negotiate favorable terms with its programmers.

Our interest in J-COM is currently held through LMI/ Sumisho Super Media, LLC, an entity that is owned approximately 70% by us and 30% by Sumitomo Corporation. Pursuant to a contribution agreement between Sumitomo and us, on December 28, 2004, our approximate 45% ownership interest in J-COM and substantially all of Sumitomo's approximate 32% ownership interest in J-COM was combined in LMI/Sumisho Super Media, LLC, which we refer to as Super Media. Prior to the contribution agreement closing, Super Media was our wholly owned subsidiary and owned an approximate 11.5% ownership interest in J-COM. At closing of the contribution agreement, our remaining 33.5% ownership interest in J-COM was contributed to Super Media by our four other subsidiaries who held J-COM shares and Sumitomo contributed approximately a 20% ownership interest in J-COM to Super Media, bringing Super Media's total ownership interest in J-COM to approximately 65% as of the contribution closing date. Subject to certain conditions, Sumitomo has the obligation to contribute substantially all of its remaining 12% ownership interest in J-COM to Super Media during 2005. Also, Sumitomo and we are generally required to contribute to Super Media any additional shares of J-COM that either of us acquires and to permit the other party to participate in any additional acquisition of J-COM shares during the term of Super Media.

Our interest in Super Media is held through five separate corporations, four of which are wholly owned. Several individuals, including two of our executive officers and one of our directors, own common stock representing an aggregate of 20% of the common equity in the fifth corporation, which owns an approximate 5.4% interest in J-COM through its ownership in Super Media.

Super Media is managed by a management committee consisting of two members, one appointed by us and one appointed by Sumitomo. If J-COM launches an initial public offering of its shares in Japan, the management committee member appointed by us will have a casting or deciding vote with respect to any management committee decision that we and Sumitomo are unable to agree on (with the exception of the terms of any initial public offering of J-COM shares), which casting vote will remain in effect for the term of Super Media. Certain decisions with respect to Super Media require the consent of both members rather than the management committee. These include a decision to engage in any business other than holding J-COM shares, sell J-COM shares, issue additional units in Super Media, make in-kind distributions or dissolve Super Media, in each case other than as contemplated by the Super Media operating agreement.

If our casting vote becomes effective, we will indirectly control J-COM through our control of Super Media, which will have a controlling financial interest in J-COM. Accordingly, we would then begin consolidating J-COM's results of operations for accounting purposes. Super Media will be dissolved five years after our casting

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vote becomes effective unless Sumitomo and we mutually agree to extend the term. Super Media may also be dissolved earlier under certain circumstances.

Our other primary partner in J-COM is Microsoft Corporation, which will continue to separately hold its 19.5% ownership interest in J-COM. Super Media has succeeded to all of our rights and substantially all of Sumitomo's rights under the current J-COM stockholders agreement with Microsoft, which agreement continues in effect until the earlier to occur of an initial public offering of J-COM shares or February 12, 2008. Pursuant to that agreement, each of Super Media, Sumitomo and Microsoft have granted to the other a right of first offer with respect to any transfer of our respective interests in J-COM to a third party. Microsoft also has tag-along rights with respect to certain sales of J-COM stock by Super Media, and Super Media has drag-along rights as to Microsoft with respect to certain sales of its J-COM stock. Super Media is also entitled to certain preemptive rights with respect to any new issuance of J-COM securities.

While Super Media will effectively have the ability to elect J-COM's entire board, Super Media, Sumitomo and Microsoft have agreed, pursuant to the J-COM stockholders agreement described above, to vote their respective shares in favor of the election to J-COM's board of two non-executive directors designated by Microsoft. Microsoft also has the right to challenge certain types of transactions and to require review by an independent advisor based on specified criteria. Pursuant to the Super Media Operating Agreement, Super Media is required to vote its J-COM shares in favor of the election to J-COM's board of three non-executive directors designated by Sumitomo and three non-executive directors designated by us.

Jupiter Programming Co., Ltd.

JPC is a joint venture between Sumitomo and us that was formed to develop, manage and distribute to cable television and DTH providers cable and satellite television channels in Japan. As of December 31, 2004, JPC owned five channels through wholly or majority-owned subsidiaries and had investments ranging from approximately 10% to 50% in eleven additional channels. JPC's majority owned channels are a movie channel (*Movie Plus*), a golf channel (*Golf Network*), a shopping channel (*Shop Channel*, in which JPC has a 70% interest and Home Shopping Network has a 30% interest), a women's entertainment channel (*LaLa TV*), and a video game information channel (*Channel BB*). Channels in which JPC holds investments include three sports channels owned by J Sports Broadcasting Corporation, a 43% owned joint venture with News Television B.V., Sony Broadcast Media Co. Ltd, Fuji Television Network, Inc. and SOFTBANK Broadmedia Corporation; *Animal Planet Japan*, a one-third owned joint venture with Discovery and BBC Worldwide; *Discovery Channel Japan*, a 50% owned joint venture with Discovery; and *AXN Japan*, a 35% owned joint venture with Sony. JPC provides affiliate sales services and in some cases advertising sales and other services to channels in which it has an investment for a fee.

The market for multi-channel television services in Japan is highly complex with multiple cable systems and direct-to-home satellite platforms. Cable systems in Japan served approximately 17.0 million homes at December 31, 2004. A large percentage of these homes, however, are served by systems (referred to as compensation systems) whose service principally consists of retransmitting free TV services to homes whose reception of such broadcast signals has been blocked. Higher capacity systems and larger cable systems that offer a full complement of cable and broadcast channels, of which J-COM is the largest in terms of subscribers, currently serve approximately 5.4 million households. The majority of channels in which JPC holds an interest are marketed as basic television services to cable system operators, with distribution at December 31, 2004 ranging from approximately 14.4 million homes for *Shop Channel* (which is carried in many compensation systems and on VHF as well as in multi-channel cable systems) to approximately 1.9 million homes for more recently launched channels, such as *Animal Planet Japan*. *Channel BB*, which was acquired by JPC in December 2004, has negligible cable distribution.

Each of the channels in which JPC has an interest is also currently offered on SkyPerfectTV1, a digital satellite platform that delivers approximately 140 channels a la carte and in an array of basic and premium packages, from two satellites operated by JSAT Corporation, and on SkyPerfectTV2, another satellite platform in Japan, which delivers a significantly smaller number of channels. Under Japan's complex regulatory scheme for satellite broadcasting, each television channel obtains a broadcast license that is perpetual, although subject to

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revocation by the relevant governmental agency, and leases from a satellite operator the bandwidth capacity on satellites necessary to transmit the licensed channel to cable and other distributors and direct-to-home satellite subscribers. In the case of distribution of JPC's 33% or greater owned channels on SkyPerfectTV1, these licenses and satellite capacity leases are held through its subsidiary, Jupiter Satellite Broadcasting Corporation, or JSBC, except for *AXN Japan*, *Channel BB* and the J Sports Broadcasting channels which hold their own licenses. The broadcast licenses and satellite capacity leases for JPC's 33% or greater owned channels with respect to SkyPerfectTV2 are held by four other companies that are majority owned by unaffiliated entities. JSBC's leases with JSAT for bandwidth capacity on JSAT's two satellites expire between 2006 and 2011. The leases for bandwidth capacity with respect to the SkyPerfectTV2 platform expire between 2012 and 2014. JSBC and other licensed broadcasters then contract with the platform operator, such as SkyPerfectTV, for customer management and marketing services (sales and marketing, billing and collection) and for encoding services (compression, encoding and multiplexing of signals for transmission) on behalf of the licensed channels. The majority of channels in which JPC holds an interest are marketed as basic television services to DTH subscribers with distribution at December 31, 2004 ranging from 3.2 million homes for *Shop Channel* (which is carried as a free service to all DTH subscribers) to 281,000 homes for more recently launched channels, such as *Animal Planet Japan*.

Approximately 83% of JPC's consolidated revenue for 2004 was attributable to retail revenues generated by the *Shop Channel*. Cable operators are paid distribution fees to carry the *Shop Channel*, which are either fixed rate per subscriber fees or the greater of fixed rate per subscriber fees and a percentage of revenue generated through sales to the cable operator's viewers. SkyPerfectTV is paid fixed rate per subscriber distribution fees to provide the *Shop Channel* to its DTH subscribers. After *Shop Channel*, the J Sports Broadcasting channels generate the most revenues of the channels in which JPC has an interest. The majority of these revenues are derived from cable and satellite subscriptions. J Sports Broadcasting, in which JPC has an indirect approximate 43% ownership interest as of December 31, 2004, supplies sports programming to three specialized channels in Japan. Currently, advertising sales are not a significant component of JPC's revenues.

Sumitomo and we each own a 50% interest in JPC. Pursuant to a stockholders agreement we entered into with JPC and Sumitomo, Sumitomo and we each have preemptive rights to maintain our respective equity interests in JPC, and Sumitomo and we each appoint an equal number of directors provided we maintain our equal ownership interests. No board action may be taken with respect to certain material matters without the unanimous approval of the directors appointed by us and Sumitomo, provided that Sumitomo and we each own 30% of JPC's equity at the time of any such action. Sumitomo and we each hold a right of first refusal with respect to the other's interests in JPC, and Sumitomo and we have each agreed to provide JPC with a right of first opportunity with respect to the acquisition of more than a 10% equity position in, or the management of or any similar participation in, any programming business or service in Japan and any other country to which JPC distributes its signals, in each case subject to specified limitations.

Mediatti Communications, Inc.

Mediatti Communications, Inc. is a smaller provider of cable television and high speed Internet access services in Japan. Our interest in Mediatti is held through Liberty Japan MC, LLC, a company of which we own approximately 93.1% and Sumitomo Corporation owns approximately 6.9%. Sumitomo has the option until February 2006 to increase its ownership interest in Liberty Japan MC to up to 50%.

Liberty Japan MC owns a 36.4% voting interest in Mediatti Communications and an additional .87% interest that has limited veto rights. Liberty Japan MC has the option until February 2006 to acquire from Mediatti up to 9,463 additional Mediatti shares at a price of ¥290,000 per share. If such option is fully exercised, Liberty Japan MC's interest in Mediatti will be approximately 46%. The additional interest that Liberty Japan MC has the right to acquire may initially be in the form of non-voting Class A shares, but it is expected that any Class A shares owned by Liberty Japan MC will be converted to voting common stock.

Liberty Japan MC, Olympus Mediacom L.P. and two minority shareholders of Mediatti have entered into a shareholders agreement pursuant to which Liberty Japan MC has the right to nominate three of Mediatti's seven

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directors and which requires that significant actions by Mediatti be approved by at least one director nominated by Liberty Japan MC.

The Mediatti shareholders who are party to the shareholders agreement have granted to each other party whose ownership interest is greater than 10%, a right of first refusal with respect to transfers of their respective interests in Mediatti. Each shareholder also has tag-along rights with respect to such transfers. Olympus Mediacom has a put right that is first exercisable during July 2008 to require Liberty Japan MC, LLC to purchase all of its Mediatti shares at fair market value. If Olympus exercises such right, the two minority shareholders who are party to the shareholders agreement may also require Liberty Japan MC to purchase their Mediatti shares at fair market value. If Olympus does not exercise such right, Liberty Japan MC has a call right that is first exercisable during July 2009 to require Olympus and the minority shareholders to sell their Mediatti shares to Liberty Japan MC at fair market value. If both the Olympus put right and the Liberty Japan MC call right expire without being exercised during the first exercise period, either may thereafter exercise its put or call right, as applicable, until October 2010.

Australia

We also own minority interests in broadband distributors and video programmers operating in Australia. UGC owns an indirect approximate 34% equity interest in Austar United Communications Ltd. Austar provides pay television services, Internet access and mobile telephony services to subscribers in regional and rural Australia and the capital cities of Hobart and Darwin. Austar's 50% owned joint venture, XYZ networks, owns and/or distributes *Nickelodeon, Discovery, Channel V, Club V, The Country Music Channel, MAX, Arena, The Lifestyle Channel* and *The Weather Channel* to subscribers in Australia. In addition, we own an approximate 20% equity interest in Premium Movie Partnership, which supplies three premium movie-programming channels to the major subscription television distributors in Australia. PMP's partners include Showtime, Twentieth Century Fox, Sony Pictures, Paramount Pictures and Universal Studios.

Latin America

Our Latin American operations are conducted primarily through VTR GlobalCom S.A., which is a wholly owned subsidiary of UGC; our subsidiary Liberty Cablevision of Puerto Rico Ltd., our affiliate Metr polis-Intercom S.A.; and our subsidiary Pramer S.C.A. Through UGC, we also hold interests in other broadband providers operating in Brazil and Peru.

Many countries in Latin America have experienced ongoing recessionary conditions during the past five years. Among these countries, Argentina, in which certain of LMI's businesses offer programming services, may have been the most harshly affected. Argentina has experienced severe economic and political volatility since 2001. Effective January 2002, the Argentine government eliminated the historical exchange rate of one Argentine peso to one U.S. dollar (the peg rate). The value of the Argentine peso dropped significantly on the date the peg rate was eliminated and dropped further through 2002. As a result, our businesses in Argentina have experienced significant negative effects on their financial results. In many cases, their customers reduced spending or extended payments, while their lenders tightened credit criteria. We cannot predict how much longer these recessionary conditions will last, nor can we predict the future impact of these conditions on the financial results of our businesses that operate in Latin America.

VTR GlobalCom S.A.

UGC's primary Latin American operation, VTR GlobalCom S.A., which we refer to as VTR, is Chile's largest multi-channel television and high-speed Internet access provider in terms of homes passed and number of subscribers, and Chile's second largest provider of residential telephony services, in terms of lines in service. VTR provides services in Santiago, Chile's largest city, the large regional cities of Iquique, Antofagasta, Concepci n, Vi na del Mar, Valparaiso and Rancagua, and smaller cities across Chile. Approximately 96% of its video subscribers are served via wireline cable, with the remainder via MMDS and DTH technologies. VTR's network is approximately 59% upgraded to two-way capability, with 65% of its basic cable subscribers served by

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a system with a bandwidth of at least 750 MHz. VTR has an approximate 70% market share of cable television services throughout Chile and an approximate 51% market share within Santiago.

VTR's channel lineup consists of 52 to 68 channels segregated into two tiers of analog cable service: a basic service with 52 to 57 channels and a premium service with 11 channels. VTR offers basic tier programming similar to the basic tier program lineup in the United States, plus more premium-like channels such as HBO, Cinemax and Cinecanal on the basic tier. As a result, subscription to its existing premium service package is limited because its basic analog package contains similar channels. In order to better differentiate VTR's premium service, increase the number of subscribers to premium service and increase average monthly revenue per subscriber, VTR anticipates gradually moving some channels out of its basic tier and into premium tiers or pay-per-view events, offering additional movies on premium tiers in the future. VTR obtains programming from the United States, Europe, Argentina and Mexico. Domestic cable television programming in Chile is only just beginning to develop around local events such as soccer matches.

VTR offers several alternatives of always on, unlimited-use high-speed Internet access to residences and small/home offices under the brand name Banda Ancha in 22 communities within Santiago and 12 cities outside Santiago. Subscribers can purchase one of five services with download speeds ranging from 128 Kbps to 2.4 Mbps. For a moderate to heavy Internet user, VTR's Internet service is generally less expensive than a dial-up service with its metered usage. To provide more flexibility to the user, VTR also offers Banda Ancha Flex, where a low monthly flat fee includes the first 200 minutes, with metered usage above 200 minutes. Approximately 32% of VTR's basic cable subscribers also receive Internet service, representing approximately 95% of its Internet subscribers.

VTR offers telephony service to customers in 22 communities within Santiago and seven cities outside Santiago. VTR offers basic dial tone service as well as several value-added services. VTR primarily provides service to residential customers who require one or two telephony lines. It also provides service to small businesses and home offices. Approximately 39% of VTR's basic cable subscribers also receive telephony service, representing approximately 65% of its telephony subscribers.

We, Liberty and CristalChile Comunicaciones S.A., our partner in Metr polis-Intercom S.A., entered into an agreement pursuant to which each agreed to use its respective commercially reasonable efforts to combine the businesses of Metr polis and VTR, in an effort to facilitate the provision of enhanced services to cable and telecommunications consumers in the Chilean marketplace. The combination is subject to certain conditions, including the execution of definitive agreements, Chilean regulatory approval, the approval of our board of directors and the boards of directors of CristalChile, VTR and UGC (including, in the case of UGC, the independent members of UGC's board of directors) and the receipt of necessary third party approvals and waivers. The Chilean antitrust authorities approved the combination in October 2004. However, an action has been filed with the Chilean Supreme Court seeking to reverse such approval. If the proposed combination is consummated as contemplated, we will own through UGC 80% of the voting and equity rights in the new entity, and CristalChile will own the remaining 20%. CristalChile will have the right to elect 1 of the 5 members of the new entity's board and will have veto rights over certain material decisions for so long as CristalChile owns at least a 10% equity interest in the merged entity. In addition, CristalChile will have a put right which will allow CristalChile to require UGC to purchase all, but not less than all, of its interest in the combined entity on or after the first anniversary of the date on which Chilean regulatory approval of the combination is received, and ending on the tenth anniversary of the combination, at the fair market value of the interest, subject to a minimum price. Liberty has agreed to perform UGC's obligations under CristalChile's put if UGC does not do so. We have agreed to indemnify Liberty against its obligations with respect to CristalChile's put right.

Liberty Cablevision of Puerto Rico Ltd.

Liberty Cablevision of Puerto Rico Ltd., our wholly owned subsidiary, is one of Puerto Rico's largest cable television operators based on number of subscribers. Liberty Cablevision of Puerto Rico operates three head ends, serving the communities of Luquillo, Arecibo, Florida, Caguas, Humacao, Cayey and Barranquitas and 30 other municipalities. In portions of its network, Liberty Cablevision of Puerto Rico also offers high speed Internet access and cable telephony services. Liberty Cablevision of Puerto Rico's network is approximately 94%

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upgraded to two-way capability, with all of its basic cable subscribers served by a system with a bandwidth of at least 550 MHz.

Liberty Cablevision of Puerto Rico provides subscribers with 61 analog channels. Liberty Cablevision of Puerto Rico also offers 48 digital channels, 46 premium channels, 46 pay-per-view channels and 33 digital music channels. Liberty Cablevision of Puerto Rico obtains programming primarily from international sources, including suppliers from the United States.

Liberty Cablevision of Puerto Rico offers four tiers of high-speed Internet access with download speeds ranging from 64 Kbps to 1.5 Mbps. Approximately 14% of Liberty Cablevision of Puerto Rico's basic cable subscribers also receive Internet service, representing approximately 82% of its Internet subscribers.

Liberty Cablevision of Puerto Rico has begun offering telephony service using IP-based technology. Currently, only 7% of Liberty Cablevision of Puerto Rico's basic cable subscribers also receive telephony service, representing approximately 95% of its telephony subscribers.

Metrópolis-Intercom S.A.

Metrópolis-Intercom S.A. is Chile's second largest cable operator based on the number of subscribers served. Metrópolis operates cable systems in nine of the most densely populated cities within Chile, including Santiago (the capital of Chile), Viña del Mar, Concepción and Temuco. Approximately 18% of Metrópolis' network has been upgraded to two-way capability and approximately 79% of Metrópolis basic cable subscribers are served by a system with a bandwidth of 750 MHz.

In the upgraded two-way portions of its network in Santiago, Metrópolis offers digital cable services, including digital video recording or DVR (using the explorer 8000), an interactive programming guide, near video on demand and music channels. Metrópolis also offers high-speed Internet access and VoIP telephony service through its two-way network in Santiago. In those areas where Metrópolis' network has not been upgraded to two-way capability, Metrópolis offers ADSL Internet access services and standard telephony services through the CTC network, the local phone company controlled by Telefónica S.A., pursuant to a commercial arrangement with CTC.

CristalChile Comunicaciones S.A., a large publicly traded Chilean company with significant media interests, and we each own a 50% interest in Metrópolis. The board of directors of Metrópolis consists of eight members. CristalChile and we each designate one-half of the directors of Metrópolis and almost all actions by the board require the consent of representatives of each partner. LMI has given CristalChile the right to control the day-to-day operations of Metrópolis.

As discussed under VTR GlobalCom S.A. above, we, Liberty and CristalChile have entered into an agreement pursuant to which each has agreed to use its commercially reasonable efforts to combine the businesses of Metrópolis and VTR. The combination is subject to certain conditions. If the combination does not occur, we and CristalChile have each agreed to fund its pro rata share of a capital call sufficient to retire Metrópolis' local debt facility, and to amend the existing agreement governing the parties' relationship with respect to Metrópolis. Among other things, our approval rights as an owner of Metrópolis will be limited to certain material matters, including material related party transactions, but will not include the adoption of budgets or business plans or the making of capital calls. CristalChile will have a call right with respect to our interest in Metrópolis, subject to a minimum price, and for so long as CristalChile owns directly or indirectly 50% or more of the shares of Metrópolis, CristalChile will have a drag-along right, subject to a minimum purchase price, with respect to our interest in Metrópolis in connection with a bona fide sale of all of its and its affiliates' direct interest in Metrópolis. We will have tag-along rights in connection with sales by CristalChile or its affiliates of any of their direct interests in Metrópolis. Neither party will have a put right to the other party of its interest in Metrópolis.

Pramer S.C.A.

Pramer S.C.A., a wholly owned subsidiary of LMI, is an Argentine programming company which supplies programming services to cable television and DTH satellite distributors in Latin America and Spain. Pramer

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currently owns 10 channels and produces, markets, distributes or otherwise represents 13 additional channels, including two of Argentina's five terrestrial broadcast stations. Subscription units for 2004 ranged from approximately 24,000 for the smallest premium service to approximately 9.6 million for the most popular basic service. Pramer's owned channels include *Canal (a)*, the first Latin-American quality arts channel, *Film & Arts*, offering quality films, concerts, operas and interviews with artists, *elgourmet.com*, a channel for the lovers of the good things in life, and *Magic Kids*, an entertainment children's channel, all of which are offered as basic television services. Pramer's represented channels include *Hallmark*, *Locomotion* and *Cosmopolitan Channel* (in which we own a 50% interest).

Pramer's affiliation agreements with cable television and satellite distributors provide for payments based on the number of subscribers that receive Pramer's services. Cablevisión S.A., an Argentine cable provider, represented approximately 13% of Pramer's consolidated revenue for 2004. Pramer's affiliation agreement with Cablevisión expired in December 2004. The parties are continuing to operate under the terms of the expired agreement pending negotiation of a new agreement.

Pramer handles affiliate sales for the 13 channels it represents and advertising sales for 7 of such channels. Pramer collects the revenue for the represented channels and pays the channel owners either a fixed fee or a fee based on amounts collected. Pramer's representation of the *Hallmark* channel, including the provision of satellite uplinking and other services, accounted for approximately 9% of Pramer's consolidated revenue for 2004. The representation agreement for the *Hallmark* channel expires on December 31, 2005, subject to earlier termination under certain circumstances.

Pramer has two sources of content: rights that are purchased from various distributors and its own productions. Pramer's own productions are usually contracted with independent producers.

All of Pramer's satellite transponder capacity is provided pursuant to contracts expiring in 2014.

Other

Our majority owned subsidiary, Liberty Programming Argentina, LLC, owns a 40% equity interest in Torneos y Competencias, an independent producer of Argentine sports and entertainment programming that, through various affiliates, operates a sports programming cable channel; commercializes rights to televise sporting events via cable, satellite and broadcast television, and manages two sports magazines and several thematic soccer bars. We also own a 10.6% equity interest in Fox Pan American Sports LLC, a joint venture that develops and operates multiple Spanish language subscription television and radio services comprised predominantly of sports programming. Fox Pan American Sports is a principal customer of Torneos.

Regulatory Matters**Overview**

Video distribution, Internet, telephony and content businesses are regulated in each of the countries in which we operate. The scope of regulation varies from country to country, although in some significant respects regulation in European markets is harmonized under the regulatory structure of the European Union or EU. Adverse regulatory developments could subject our businesses to a number of risks. Regulation could limit growth, revenues and the number and types of services offered. In addition, regulation may restrict our operations and subject them to further competitive pressure, including pricing restrictions, interconnect and open-network obligations, and restrictions on content, including content provided by third parties. Failure to comply with current or future regulation could expose our businesses to various penalties.

Foreign regulations affecting distribution and programming businesses fall into several general categories. Our businesses are required to obtain licenses, permits or other governmental authorizations from (or to notify or register with) relevant local or regulatory authorities to own and operate their respective distribution systems. In many countries, these licenses are non-exclusive and of limited duration. In some countries where we provide video programming services, such as the EU countries, we must comply with restrictions on programming content. Local or national regulatory authorities in some countries where we provide video services also impose pricing restrictions and subject certain price increases to approval by the relevant local or national authority.

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Our telecommunications businesses generally are required to register with the appropriate regulatory authority that we offer telephony services, although, in some instances, we may be required to obtain a license. Our telephony businesses to date have not been subject to rate regulation but could become subject to such regulation in a number of jurisdictions if they are deemed to hold significant market power. Under the EU's new regulatory framework discussed below, a company will be deemed to have significant market power if it has the power to behave to an appreciable extent independently of competitors, customers and consumers. In some countries, we must notify the regulatory authority of our tariff structure and any subsequent price increases.

European Union

Austria, Belgium, Cyprus, The Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, The Netherlands, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden and the United Kingdom are Member States of the European Union or EU. As such, these countries are required to enact national legislation that implements EU directives. Although not an EU Member State, Norway is a member of the European Economic Area and generally has implemented or is implementing the same principles on the same timetable as EU Member States. In addition, Romania is seeking to join the EU in 2007 and its laws are strongly influenced by EU directives since it will need to comply with these directives in order to join the EU. As a result, most of the markets in Europe in which our businesses operate have been significantly affected by the regulatory framework that has been developed by the EU.

Communications Services and Competition Directives

A number of legal measures, which we refer to as the Directives, have revised the regulatory regime concerning communications services across the EU. They include the following:

Directive for a New Regulatory Framework for Electronic Communications Networks and Services (referred to as the Framework Directive);

Directive on the Authorization of Electronic Communications Networks and Services (referred to as the Authorization Directive);

Directive on Access to and Interconnection of Electronic Communications Networks and Services (referred to as the Access Directive);

Directive on Universal Service and Users' Rights relating to Electronic Networks and Services (referred to as the Universal Service and Users' Rights Directive);

Directive on Privacy and Electronic Communications (referred to as the Privacy Directive); and

Directive on Competition in the Markets for Electronic Communications and Services (referred to as the Competition Directive).

In addition to the Directives, the European Parliament and European Council made a decision intended to ensure the efficient use of radio spectrum within the EU. Existing EU member countries were required to implement the Framework, Authorization, Access and the Universal Service and Users' Rights Directives by July 25, 2003. The Privacy Directive was to have been implemented by October 31, 2003. The Competition Directive is self-implementing and does not require any national measures to be adopted. The 10 countries that joined the EU on May 1, 2004 were to ensure compliance with the Directives as of the date of accession. Measures seeking to implement the Directives are in force in most Member States. Of those countries that we operate in only Belgium and the Czech Republic are still to bring into force laws seeking substantially to implement the Directives.

The Directives seek, among other things, to harmonize national regulations and licensing systems and further increase market competition. These policies seek to harmonize licensing procedures, reduce administrative fees, ease access and interconnection, and reduce the regulatory burden on telecommunications companies. Another important objective of the new Directives is to implement one new regime for the development of communications networks and

communications services, including the delivery of video services, irrespective of the technology used.

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Many of the obligations included within the Directives apply only to operators or service providers with Significant Market Power in a relevant market. For example, the provisions of the Access Directive allow Member States to mandate certain access obligations only for those operators and service providers that are deemed to have Significant Market Power. For purposes of the Directives, an operator or service provider will be deemed to have Significant Market Power where, either individually or jointly with others, it enjoys a position of significant economic strength affording it the power to behave to an appreciable extent independently of competitors, customers and consumers. As part of the implementation of certain of the Directives the National Regulatory Authority or NRA is obliged to analyze 18 predefined markets to determine if any operator or service provider has Significant Market Power. We may be found to have Significant Market Power in some markets and in some countries. In particular, in those markets where we offer telephony services, we may be found to have Significant Market Power in the termination of calls on our own network. In addition, in some countries we may be found to have Significant Market Power in the wholesale distribution of television channels. Some national regulators may also seek to find that we have Significant Market Power in the wholesale broadband Internet market. Although we would vigorously dispute this last finding, there can be no assurance that such finding will not be made. In the event that we are found to have Significant Market Power in any particular market, a NRA could impose certain conditions on us to prevent abusive behavior by us.

The European Commission has adopted a Recommendation on relevant markets susceptible to ex-ante regulation under the Directives. Under the Directives, the European Commission has the power to veto the assessment by a NRA of Significant Market Power in any market not set out in this Recommendation as well as any finding by a NRA of Significant Market Power in any market whether or not it is set out in the Recommendation.

Certain key elements introduced by the Directives are set forth below, followed by a discussion of certain other regulatory matters and a description of regulation for three countries where we have large operations. This is not intended to be a comprehensive description of all aspects of regulation in this area.

Licensing. Individual licenses for electronic communications services are not required for the operation of an electronic communications network or the offering of electronic communications services. A simple registration is required in these cases. Member States are limited in the obligations that they may place on someone who has so registered; the only obligations that may be imposed are specifically set out in the Authorizations Directive.

Access Issues. The Access Directive sets forth the general framework for interconnection of, and third party access to, networks, including cable networks. Public telecommunications network operators are required to negotiate interconnection agreements on a non-discriminatory basis with each other. In addition, some specific obligations are provided for in this Directive such as an obligation to distribute wide-screen television broadcasts in that format and certain requirements to provide access to conditional access systems. Other access obligations can be imposed on operators identified as having Significant Market Power in a particular market. These obligations are based on the outcomes that would occur under general competition law.

Must Carry Requirements. In most countries where we provide video and radio services, we are required to transmit to subscribers certain must carry channels, which generally include public national and local channels. In some European countries, we may be obligated to transmit quite a large number of channels by virtue of these requirements. Until recently, there was no meaningful oversight of this issue at the EU level. This changed when the Directives came into effect. Member States are only permitted to impose must carry obligations where they are necessary to meet clearly defined general interest objectives and where they are proportionate and transparent. Any such obligations must be subject to periodic review. It is not clear what effect this new rule will have in practice but we expect it to lead to a reduction of the size of must-carry packages in some countries.

API Standards. The Directives require Member States to encourage the use of open Application Programming Interfaces or APIs. The European Commission is required to conduct a review to ascertain whether interoperability and freedom of choice have been adequately achieved in the Member States with respect to digital interactive video services. If the European Commission reaches a negative conclusion on this issue with respect to one or more Member States, it has the power to mandate use of a particular API.

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Consumer Protection Issues and Pricing Restrictions. Under the Directives, we may face various consumer protection restrictions if we are in a dominant position in a particular market. However, before the implementation of the Directives, local or national regulatory authorities in many European countries where we provide video services already imposed pricing restrictions. This is often a contractual provision rather than a regulatory requirement. Often, the relevant local or national authority must approve basic tier price increases. In certain countries, price increases will only be approved if the increase is justified by an increase in costs associated with providing the service or if the increase is less than or equal to the increase in the consumer price index. Even in countries where rates are not regulated, subscriber fees may be challenged if they are deemed to constitute anti-competitive practices.

Other. Our European operating companies must comply with both specific and general legislation concerning data protection, content provider liability and electronic commerce. These issues are broadly harmonized at the EU level. This is an area that may become more significant over time.

Broadcasting. Broadcasting is an area outside the scope of the Directives. Generally, broadcasts originating in and intended for reception within a country must respect the laws of that country. However, pursuant to another Directive, EU Member States are required to allow broadcast signals of broadcasters in another EU Member State to be freely transmitted within their territory so long as the broadcaster complies with the law of the originating EU Member State. An international convention extends this right beyond the EU's borders into the majority of territories in which we operate. An EU directive also establishes quotas for the transmission of European-produced programming and programs made by European producers who are independent of broadcasters. The EU legal framework governing broadcast television currently is under review.

Competition Law and Other Matters

EU directives and national consumer protection and competition laws in our Western European and certain other markets impose limitations on the pricing and marketing of bundled packages of services, such as video, telephony and Internet access services. Although our businesses may offer their services in bundled packages in European markets, they are generally not permitted to make subscription to one service, such as cable television, conditional upon subscription to another service, such as telephony. In addition, providers cannot abuse or enhance a dominant market position through unfair anti-competitive behavior. For example, cross-subsidization having this effect would be prohibited.

As our businesses become larger throughout the EU and in individual countries in terms of service area coverage and number of subscribers, they may face increased regulatory scrutiny. Regulators may prevent certain acquisitions or permit them only subject to certain conditions.

Austria

Austria has brought into effect a new communications law that broadly transposes the Directives. The NRA is in the process of analyzing the 18 predefined markets to determine if any operator or service provider has Significant Market Power. We have been notified that the regulator's intention is to define us as having Significant Market Power in the call termination market on our own telecommunications network, together with all other network operators. It is unknown if and which conditions the NRA will impose on the parties that have been determined to have Significant Market Power.

France

France has brought into effect a new communications law that broadly transposes the Directives. The NRA is in the process of analyzing the 18 predefined markets to determine if any operator or service provider has Significant Market Power.

The Netherlands

The Netherlands has brought into effect a new communications law that broadly transposes the Directives. The NRA is currently analyzing the 18 predefined markets to determine if any operator or service provider has

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Significant Market Power, which could lead to obligations being placed on us, especially with respect to television distribution (where we faced obligations under the old regime). In the last quarter of 2004, the incumbent telecommunications operator, KPN, requested access to our network to distribute television programming. The NRA has denied the request of KPN, stating that we have no obligation to lease capacity on our network to KPN. There have been long-standing debates in The Netherlands regarding the desirability of requiring cable operators to open their networks to unaffiliated Internet service providers. To date these discussions have not led to a requirement for cable operators to offer such an access service.

The Dutch competition authority, NMA, is still investigating the price increases that we made with respect to our video services in 2004 to determine whether we abused our dominant position. If the NMA were to find that the price increases amount to an abuse of a dominant position, the NMA could impose fines of up to 10% of our video revenues in The Netherlands and we would be obliged to reconsider the price increases. Historically, in many parts of the Netherlands, we are a party to contracts with local municipalities that seek to control aspects of our Dutch business including, in some cases, pricing and package composition. Most of these contracts have been eliminated by agreement, although some contracts are still in force and under negotiation. In some cases there is litigation ongoing where some municipalities have resisted our attempts to move away from the contracts.

Japan

Regulation of the Cable Television Industry. The two key laws governing cable television broadcasting services in Japan are the Cable Television Broadcast Law and the Wire Telecommunications Law. The Cable Television Broadcast Law was enacted in 1972 to regulate the installation and operation of cable television facilities and the provision of cable television services. The Wire Telecommunications Law is the basic law in Japan governing wire telecommunications, and it regulates all wire telecommunications equipment, including cable television facilities.

Under the Cable Television Broadcast Law, any business seeking to install cable television facilities with more than 500 drop terminals must obtain a license from the Ministry of Internal Affairs and Communications, commonly referred to as the MIC. Under the Wire Telecommunications Law, if these facilities have fewer than 500 drop terminals, only prior notification to the MIC is required. If a license is required, the license application must provide an installation plan, including details of the facilities to be constructed and the frequencies to be used, financial estimates, and other relevant information. Generally, the license holder must obtain prior permission from the MIC in order to change any of the items included in the original license application. The Cable Television Broadcast Law also provides that any business that wishes to furnish cable television services must file prior notification with the MIC before commencing service. This notification must identify the service areas, facilities and frequencies to be used (unless the facilities are owned by the provider) and outline the proposed cable television broadcasting services and other relevant information, regardless of whether these facilities are leased or owned. Generally, the cable television provider must notify the MIC of any changes to these items.

Prior to the commencement of operations, a cable television provider must notify the MIC of all charges and tariffs for its cable television services. Those charges and tariffs to be incurred in connection with the mandatory re-broadcasting of television content require the approval of the MIC. A cable television provider must also give prior notification to the MIC of all amendments to existing tariffs or charges (but MIC approval of these amendments is not required).

A cable television provider must comply with specific guidelines, including: (1) editing standards; (2) making its facilities available for third party use for cable television broadcasting services, subject to the availability of broadcast capacity; (3) providing service within its service area to those who request it absent reasonable grounds for refusal; (4) obtaining retransmission consent where retransmission of television broadcasts occur, unless such retransmission is required under the Cable Television Broadcast Law for areas having difficulties receiving television signals; and (5) obtaining permission to use public roads for the installation and use of cable.

The MIC may revoke a facility license if the license holder breaches the terms of its license; fails to comply with technical standards set forth in, or otherwise fails to meet the requirements of, the Cable Television

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Broadcast Law; or fails to implement a MIC improvement order relating to its cable television facilities or its operation of cable television services.

Regulation of the Telecommunications Industry. As providers of high-speed Internet access and telephony, our businesses in Japan also are subject to regulation by the MIC under the Telecommunications Business Law. The Telecommunications Business Law previously regulated Type I and Type II carriers. Type I carriers were allowed to carry data over telecommunications circuit facilities which they install or on which they hold long-term leases meeting certain criteria. Type I carriers included common carriers, as well as wireless operators. Type II carriers, including telecommunications circuit resale carriers and Internet service providers, carried data over facilities installed by others. Under the Telecommunications Business Law, Type I carriers were allowed to offer the same kinds and categories of services as Type II carriers. Because our businesses carry data over telecommunications circuit facilities they installed in connection with their telephony and high-speed Internet access and existing cable lines, our businesses were Type I carriers.

Effective April 1, 2004, amendments to the Telecommunications Business Law eliminated the distinction between Type I (facilities-based) and Type II (service-based) carriers. Type I carriers previously were subject to more stringent licensing and tariff requirements than Type II carriers. The amendments will make it easier for entities to enter the Japanese telecommunications market, particularly those carriers who wish to own and operate their own facilities on a limited scale. Larger carriers with facilities exceeding a certain size will be required to register with the MIC, while smaller carriers may enter the market just by providing notice to the MIC. The amendments also allow any carrier to discontinue business by providing notice to their users and ex post notification to the MIC.

Under these amendments, carriers who provide Basic Telecommunications Services, defined as telecommunications that are indispensable to the lives of the citizenry as specified in MIC ordinances, will be required to provide such services in an appropriate, fair and stable manner. Carriers providing Basic Telecommunications Services must do so pursuant to terms and conditions and for rates that have been filed in advance with the MIC. The MIC may order modifications to contract terms and conditions it deems inappropriate for certain specified reasons. The terms and conditions as well as charges and tariffs for the provision of telecommunications services for Type I carriers were strictly regulated, but under these amendments, carriers may generally negotiate terms and conditions with their users (including fees and charges) except those relating to Basic Telecommunications Services.

Under these amendments, interconnection with telecommunications carriers was also deregulated. Telecommunications carriers, other than those exceeding certain standards specified in the Telecommunications Business Law (such as NTT), may set interconnection tariffs and terms and conditions through independent negotiations without MIC approval.

Telecommunication carriers that own their telecommunication circuit facilities are required to maintain such facilities in conformity with specified technical standards. The MIC may order a carrier that fails to meet such standards to improve or repair its telecommunication facilities.

Latin America

Chile

Cable and telephony applications for permits and concessions are submitted to the Ministry of Transportation and Telecommunications, which, through the Subsecretary of Telecommunications or Subtel, is responsible for regulating, granting permits and concessions, registering and supervising all telecommunications providers. The Antitrust Court (*Tribunal de Defensa de la Libre Competencia*) also plays an important role in regulating telecommunications in Chile through its judgments. Wireline cable television permits are non-exclusive and granted for indefinite terms. Wireless television permits have renewable terms of 10 years, while telecommunication concessions (for example, for fixed or mobile telephony) have renewable 30-year terms. Wireline and wireless permits and concessions require operation in accordance with a technical plan submitted by the licensee together with the permit or concession application. Our businesses have cable permits in most major and medium sized markets in Chile. Cross ownership between cable television, Internet access and telephony is also permitted.

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In general, the General Telecommunications Law of Chile allows telecommunications companies to provide service and develop telecommunication infrastructure without geographic restrictions or exclusive rights to serve. Chile currently has a competitive, multi-carrier system for international and local long distance telecommunications services. Regulatory authorities currently determine prices charged to customers for local telecommunications services provided by incumbent local fixed telephony operators until the market is determined to be competitive. Charges for access (prices for terminating calls in fixed or mobile networks), other interconnection services and unbundling services are determined for all operators, whether or not incumbent. To date, the regulatory authorities have determined prices charged to customers by the dominant local wireline telephony providers and the interconnection tariffs for several other operators. In all cases, the authorities determine a maximum rate structure that shall be in force for a five year period. Local service providers with concessions are obligated to provide service to all customers that are within their service area or are willing to pay for an extension to receive service. Local providers, whether or not incumbent, must also give long distance service providers equal access to their network connections at regulated prices.

Puerto Rico

U.S. Federal Communications Commission Regulation. The Communications Act of 1934, as amended, and the regulations of the Federal Communications Commission (FCC) significantly affect the cable system operations of our subsidiary Liberty Cablevision of Puerto Rico, including, for example, subscriber rates; carriage of broadcast television stations; leased access and public, educational and government access; customer service; program packaging to subscribers; obscene programming; technical operating standards; use of utility poles and conduit; and ownership transfers. Thus, the FCC limits the price that cable systems that are not subject to effective competition may charge for basic services and equipment. Cable systems also must carry, without compensation, certain commercial and non-commercial television station programming within their geographic markets. Alternatively, local television stations may insist that a cable operator negotiate for retransmission consent. In addition, the FCC initiated a further notice of proposed rulemaking to determine whether a television station may assert rights to carriage on cable systems of both analog and digital signals during the transition to digital television and to carriage of all digital signals transmitted by a station. On February 10, 2005, the FCC denied mandatory dual carriage of a television station's analog and digital signals during the digital television transition and mandatory carriage of all digital signals, other than its primary signal.

Liberty Cablevision of Puerto Rico also offers high-speed Internet access over portions of its network. The FCC has classified high-speed Internet access service as an interstate information service which the FCC traditionally has not regulated. However, a federal appellate court vacated the FCC's classification, and rehearing was denied. On December 3, 2004, the United States Supreme Court decided to review the federal appellate court's decision. Thus, it is uncertain how Internet access services ultimately will be classified and regulated. The FCC also adopted a notice of proposed rulemaking to examine whether local franchising authorities should be allowed to impose regulatory requirements on high-speed Internet access, among other issues.

Puerto Rico Regulation. The Puerto Rico Telecommunications Regulatory Board awards franchises for and regulates cable television systems in Puerto Rico. Such franchises are non-exclusive and renewable for periods up to 10 years. The regulatory board may revoke a franchise for various reasons, including, for example, substantial noncompliance with franchise terms and conditions, violations of applicable regulations, or continuing failure to satisfy required customer service standards. Cable systems may be charged a franchise fee of up to 5% of their gross revenues.

Argentina

The Comité Federal de Radiodifusión exercises broad regulatory authority over broadcast television, cable system and DTH satellite licensees. Our businesses provide programming to such distributors. Programming must comply with restrictions on obscene, violent and advertising content, among other matters. Licensed distributors are responsible for complying with these restrictions.

Table of Contents**Competition**

Markets for broadband distribution, including cable and satellite distribution, Internet access and telephony services, and video programming generally are highly competitive and rapidly evolving. Consequently, our businesses expect to face increased competition in these markets in the countries in which they operate, and specifically as a result of deregulation in the EU.

Broadband Distribution

Video Distribution. Our businesses compete directly with a wide range of providers of news, information and entertainment programming to consumers. Depending upon the country and market, these may include: (1) over-the-air broadcast television services; (2) DTH satellite service providers (systems that transmit satellite signals containing video programming, data and other information to receiving dishes of varying sizes located on the subscriber's premises); (3) satellite master antenna television systems, commonly known as SMATVs, which generally serve condominiums, apartment and office complexes and residential developments; (4) MMDS operators; (5) digital television terrestrial broadcasters; (6) other cable operators in the same communities that we serve; (7) other fixed-line telecommunications carriers and broadband providers, including the incumbent telecommunications operators, offering video products using DSL or ADSL technology or over fiber-to-the-home-networks; and (8) movie theaters, video stores and home video products. Our businesses also compete to varying degrees with more traditional sources of information and entertainment, such as newspapers, magazines, books, live entertainment/concerts and sporting events.

In some countries, our businesses face significant competition from other cable operators, while in other countries the primary competition is from DTH satellite service providers, digital television terrestrial broadcasters and/or other distributors of video programming using broadband networks. In some of our largest markets, including The Netherlands, France and Japan, we are facing increasing competition from video services offered by or over the network of the incumbent telecommunications operator. In Austria, the primary competition for video services is from satellite television service providers.

Internet. With respect to Internet access services and online content, our businesses face competition in a rapidly evolving marketplace from incumbent and non-incumbent telecommunications companies, other cable-based Internet service providers, non-cable-based Internet service providers and Internet portals, many of which have substantial resources. The Internet services offered by these competitors include both traditional dial-up Internet services and high-speed Internet access services using DSL and ADSL technology, in a range of product offerings with varying speeds and pricing, as well as interactive computer-based services, data and other non-video services to homes and businesses.

Telephony. With respect to telephony services, our businesses face competition from the incumbent telecommunications operator in each country. These operators have substantially more experience in providing telephony services, greater resources to devote to the provision of telephony services and longstanding customer relationships. In many countries, our businesses also face competition from other cable telephony providers, wireless telephony providers and indirect access providers. Competition in both the residential and business telephony markets will increase with certain market trends and regulatory changes, such as general price competition, the introduction of carrier pre-selection, number portability, continued deregulation of telephony markets, the replacement of fixed-line with mobile telephony, and the growth of VoIP services.

Video Programming

The business of providing programming for cable and satellite television distribution is highly competitive. Our programming businesses directly compete with other programmers for distribution on a limited number of channels. Once distribution is obtained, these programming services compete, to varying degrees, for viewers and advertisers with other cable and over the air broadcast television programming services as well as with other entertainment media, including home video (generally video rentals), online activities, movies and other forms of news, information and entertainment.

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Employees

As of December 31, 2004, our consolidated subsidiaries and we had an aggregate of approximately 11,800 employees. We believe that our employee relations are good.

Properties

We lease our executive offices in Englewood, Colorado from Liberty. All of our other real or personal property is owned or leased by our subsidiaries and affiliates.

UGC leases its executive offices in Denver, Colorado. UGC's various operating companies lease or own their respective administrative offices, headend facilities, tower sites and other property necessary for their operations. UGC generally owns the towers on which their equipment is located. The physical components of their broadband networks require maintenance and periodic upgrades to support the new services and products they introduce.

Liberty Cablevision of Puerto Rico owns its main office in Luquillo, Puerto Rico, its headends and certain other equipment in Cayey, Humacao and Lares, Puerto Rico. Liberty Cablevision of Puerto Rico also leases additional customer service offices, warehouses, headends and other equipment throughout Puerto Rico.

Pramer leases its offices in Buenos Aires, Argentina.

Our other subsidiaries and affiliates own or lease the fixed assets necessary for the operation of their respective businesses, including office space, transponder space, headends, cable television and telecommunications distribution equipment, telecommunications switches and customer equipment (including converter boxes). Our management believes that our current facilities are suitable and adequate for our business operations for the foreseeable future.

Legal Proceedings

From time to time, our subsidiaries and affiliates have become involved in litigation relating to claims arising out of their operations in the normal course of business. The following is a description of certain legal proceedings to which one of our subsidiaries or another company in which we hold an interest is a party. In our opinion, the ultimate resolution of these legal proceedings would not likely have a material adverse effect on our business, results of operations, financial condition or liquidity.

Old UGC Reorganization

On January 12, 2004, Old UGC, Inc., a wholly owned subsidiary of UGC, filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York. On September 21, 2004, UGC and Old UGC filed with the Bankruptcy Court a plan of reorganization, which was subsequently amended on October 5, 2004. On November 10, 2004 the Bankruptcy Court confirmed the amended plan of reorganization.

On November 24, 2004, Old UGC completed the restructuring of its indebtedness and other obligations pursuant to the terms of the approved plan of reorganization. In the restructuring, Old UGC acquired (i) \$638.0 million face amount of Old UGC senior notes held by UGC in consideration for newly issued common stock of Old UGC and (ii) \$599.2 million face amount of Old UGC senior notes held by IDT United, Inc. in consideration for newly issued preferred stock of Old UGC. At the time, UGC owned a 33% common equity interest and a 94% fully diluted interest in IDT United. The Old UGC senior notes held by third parties (\$24.6 million face amount) were left outstanding (after cure, through the repayment of approximately \$5.1 million in unpaid interest, and reinstatement). A notice of redemption of the notes was sent to the trustee on January 13, 2005 and the redemption of the notes is scheduled to occur on February 15, 2005. In addition, Old UGC paid approximately \$3.1 million in settlement of certain outstanding guarantee obligations.

Following the restructuring, UGC acquired the interests in IDT United that it did not previously own for a total cash purchase price of approximately \$22.7 million. As a result of Old UGC's restructuring and UGC's purchase of the IDT United interests, UGC continues to hold 100% of Old UGC's outstanding equity securities.

Table of Contents**Movieco**

On December 3, 2002, Europe Movieco Partners Limited filed a request for arbitration against United Pan-Europe Communications, N.V., a subsidiary of UGC that we refer to as UPC, with the International Court of Arbitration of the International Chamber of Commerce. The request contains claims that are based on a cable affiliation agreement entered into between the parties on December 21, 1999. The arbitral proceedings were suspended from December 17, 2002 to March 18, 2003. They have subsequently been reactivated and the Arbitral Tribunal has given directions. In the proceedings, Movieco claims (1) unpaid license fees due under the affiliation agreement, plus interest, (2) an order for specific performance of the affiliation agreement or, in the alternative, damages for breach of that agreement, and (3) legal and arbitration costs plus interest. Of the unpaid license fees, approximately \$11.0 million had been accrued prior to UPC's commencing insolvency proceedings in The Netherlands on December 3, 2002 (which we refer to as the pre-petition claim). Movieco made a claim in the Dutch insolvency proceedings for the pre-petition claim and following consummation of the insolvency proceedings, equity of the appropriate value was delivered to Movieco in December 2003. UPC filed a counterclaim in the arbitral proceeding, stating that the affiliation agreement is null and void because it breaches Article 81 of the EC Treaty. UPC also relies on the Order of the Southern District of New York dated January 7, 2003, in which the New York court ordered that the rejection of the affiliation agreement was approved effective March 1, 2003, and that UPC shall have no further liability under the affiliation agreement. On January 13, 2005, the Arbitral Tribunal rendered an award in which Movieco's claim for the unpaid license fees as described above was sustained and determined that UPC has to pay \$39,256,425 of unpaid license fees, plus interest and legal fees of GBP 1.5 million. All other claims and counterclaims were dismissed.

Excite@Home

In 2000, certain of UGC's subsidiaries, including UPC, pursued a transaction with Excite@Home which if completed, would have merged UPC's chello broadband subsidiary with Excite@Home's international broadband operations to form a European Internet business. The transaction was not completed, and discussions between the parties ended in late 2000. On November 3, 2003, UGC received a complaint filed on September 26, 2003 by Frank Morrow, on behalf of the General Unsecured Creditors' Liquidating Trust of At Home in the United States Bankruptcy Court for the Northern District of California, styled as *In re At Home Corporation, Frank Morrow v. UnitedGlobalCom, Inc. et al.* (Case No. 01-32495-TC). In general, the complaint alleged breach of contract and fiduciary duty by UGC and Old UGC, Inc. The plaintiff filed a claim in the Old UGC bankruptcy proceedings of approximately \$2.2 billion. On September 16, 2004, the Bankruptcy Court in the Old UGC bankruptcy proceedings estimated the claim against Old UGC at zero. On November 10, 2004, the Bankruptcy Court confirmed Old UGC's plan of reorganization, which provided that the claim of Excite@Home would receive no distribution and released both Old UGC and UGC from any liability in connection with such claim. The reorganization became effective on November 24, 2004. UGC will file a motion to dismiss in the California proceeding based on the Bankruptcy Court ruling.

Signal

On April 26, 2002, UPC received a notice that certain former shareholders of Cignal Global Communications filed a lawsuit against UPC in the District Court in Amsterdam, The Netherlands, claiming \$200 million on the basis that UPC failed to honor certain option rights that were granted to those shareholders in connection with the acquisition of Cignal by Priority Telecom. UPC believes that it has complied in full with its obligations to these shareholders through the successful completion of the initial public offering of Priority Telecom on September 27, 2001. Accordingly, UPC believes that the Cignal shareholders' claims are without merit and intends to defend this suit vigorously. In December 2003, certain members and former members of the Supervisory Board of Priority Telecom were put on notice that a tort claim may be filed against them for their cooperation in the initial public offering. The oral closing submission will be held on March 8, 2005.

Class Action Lawsuits Relating to the Merger Transaction with UGC

Since January 18, 2005, twenty-one lawsuits have been filed in the Delaware Court of Chancery purportedly on behalf of the public stockholders of UGC regarding the announcement on January 18, 2005 of the execution

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by UGC and us of the agreement and plan of merger for the combination of our companies. The defendants named in these actions include UGC, Gene Schneider, Michael Fries, David Koff, Robert Bennett, John Malone, John Cole, Bernard G. Dvorak, John W. Dick, Paul A. Gould and Gary S. Howard (directors of UGC) and us. The allegations in each of the complaints, which are substantially similar, assert that the defendants have breached their fiduciary duties of loyalty, care, good faith and candor and that various defendants have engaged in self-dealing and unjust enrichment, affirmed an unfair price, and impeded or discouraged other offers for UGC or its assets in bad faith and for improper motives. In addition to seeking to enjoin the transaction, the complaints seek remedies including damages for the public holders of UGC stock and an award of attorney's fees to plaintiffs' counsel. In connection with these lawsuits, defendants have been served with one request for production of documents. The defendants believe the lawsuits are without merit.

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Table of Contents**APPENDIX A: INFORMATION CONCERNING LIBERTY MEDIA INTERNATIONAL, INC.
PART 2: CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS****Agreements with or relating to UGC**

In connection with the spin off of LMI from Liberty, Liberty contributed substantially all of its shares of UGC common stock and related contract rights and obligations to LMI. Accordingly, we have described below certain contracts, agreements and arrangements entered into by Liberty prior to the date of the spin off and contributed or assigned by Liberty to LMI in connection with the spin off.

UGC Merger Agreement

On January 30, 2002, pursuant to an Amended and Restated Agreement and Plan of Merger, dated December 31, 2001, among Liberty, UGC, UGC's predecessor (Old UGC) and certain of their respective subsidiaries, Liberty contributed to UGC all of the Class B common stock of Old UGC and some of the Class A common stock of Old UGC that it held in exchange for newly issued shares of UGC Class C common stock. Immediately after these contributions and contributions to UGC by the founding stockholders of Old UGC (the founders), UGC acquired Old UGC by merger of a subsidiary of UGC with and into Old UGC. As a result of the merger, UGC became a publicly traded company. Immediately following the merger, Liberty contributed to UGC certain assets, including \$200 million in cash, in exchange for additional shares of UGC common stock. After giving effect to the contributions as well as certain other transactions, Liberty owned approximately 74% of UGC's outstanding equity and approximately 94% of UGC's outstanding voting power, subject to limitations on Liberty's voting rights.

In connection with these transactions, on January 30, 2002, Liberty, UGC, Old UGC and the founders entered into other agreements relating to the governance of UGC and Old UGC, which, among other things, ensured that the founders remained in control of UGC, as well as agreements relating to UGC securities. These agreements included a stockholders agreement, a standstill agreement and a registration rights agreement. Except for the provisions described below, each of these agreements was terminated on January 5, 2004, in connection with Liberty's acquisition of all of the outstanding shares of UGC Class B common stock from the founders.

Senior Notes

Also on January 30, 2002, UGC acquired from Liberty approximately \$751.2 million principal amount at maturity of the senior notes of Old UGC held by Liberty, as well as the debt and equity interests owned by Liberty in an entity that held approximately \$598.8 million principal amount at maturity of the senior notes of Old UGC, in exchange for approximately \$304.6 million of indebtedness owed by Liberty to Old UGC and cash in the amount of approximately \$143.9 million.

Registration Rights Agreement

On January 30, 2002, UGC, Liberty and certain subsidiaries of Liberty entered into a registration rights agreement. In connection with the spin off, LMI became entitled to the benefits of the demand and piggy-back registration rights set forth in the registration rights agreement. The registration rights agreement is expected to be terminated in connection with the consummation of the mergers.

Old Standstill Agreement; Letter Agreement

On January 30, 2002, UGC, Liberty and certain subsidiaries of Liberty entered into a standstill agreement (which we refer to as the old standstill agreement). Pursuant to the old standstill agreement, Liberty was entitled to, among other things, certain preemptive rights with respect to issuances of shares of UGC Class A common stock. On November 12, 2003, Liberty entered into a letter agreement with UGC pursuant to which Liberty agreed to a limited waiver of its preemptive rights in connection with the consummation of the acquisition of UGC Europe, Inc. by UGC, provided that Liberty's preemptive rights under the old standstill agreement would survive the termination of the old standstill agreement, subject to modification. These preemptive rights were

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contributed to LMI in connection with the spin off. The old standstill agreement and the letter agreement are expected to be terminated in connection with the consummation of the mergers.

Founders Transaction

On January 5, 2004, Liberty acquired approximately 8.2 million shares of UGC Class B common stock from the founders, including Gene W. Schneider, Chairman of the Board and former Chief Executive Officer of UGC, and certain trusts for the benefit of Mr. Schneider's family, representing all of the outstanding shares of UGC Class B common stock, in exchange for approximately 12.6 million shares of Liberty Series A common stock and approximately \$12.9 million in cash. We refer to this transaction as the founders transaction. Upon the consummation of the founders transaction, the material terms of the old standstill agreement terminated, but the preemptive rights set forth therein survived in accordance with and as modified by the letter agreement, and Liberty obtained the power to elect all of the members of UGC's board of directors and, generally, to control UGC.

Noncompetition and Nonsolicitation Agreements

On December 19, 2003, in connection with the founders transaction, Liberty entered into noncompetition and nonsolicitation agreements with Michael T. Fries, Chief Executive Officer and a director of UGC, Mark L. Schneider, former director of UGC and former Chief Executive Officer of the chellomedia division of UGC Europe, Ellen P. Spangler, Senior Vice President of Business and Legal Affairs and Secretary of UGC, and Tina M. Wildes, former director and former Senior Vice President of Business Administration of UGC, providing for the issuance of, respectively, 228,750 shares, 228,750 shares, 134,935 shares and 134,934 shares of Liberty Series A common stock to such persons in exchange for certain noncompetition and nonsolicitation covenants from such persons to Liberty. In connection with the spin off of LMI from Liberty, the benefits of these agreements were assigned to LMI.

New Standstill Agreement

On January 5, 2004, in connection with the founders transaction, Liberty and UGC entered into a standstill agreement (which we refer to as the new standstill agreement). The new standstill agreement, which Liberty assigned to LMI in connection with the spin off, generally limits LMI's ownership of UGC's common stock to 90% or less, unless LMI makes an offer or effects another transaction to acquire all of UGC's common stock. Except in the case of a short-form merger in which UGC's stockholders are entitled to statutory appraisal rights, such offer or transaction must be at a price at or above a fair value of UGC's shares determined through an appraisal process if a majority of UGC's independent directors has voted against approval or acceptance of such transaction. The mergers comply with LMI's obligations under the new standstill agreement. The new standstill agreement is expected to be terminated in connection with the consummation of the mergers.

UGC Services Agreement

On June 7, 2004, LMI and UGC entered into an agreement pursuant to which they agreed to obtain certain services from each other. Pursuant to the UGC services agreement, UGC provides LMI with specified services and benefits, including employee benefit administration, payroll, tax withholding, workers' compensation administration and enrollment in UGC's benefit plans, in each case with respect to persons employed by LMI, and such other services as LMI and UGC may from time to time mutually determine to be necessary or desirable. Also, pursuant to the UGC services agreement, LMI provides to UGC certain services typically performed by accounting and tax department personnel, which may include services provided to LMI by Liberty's accounting and tax department personnel pursuant to a facilities and services agreement that LMI entered into with Liberty. See [Agreements with Liberty](#) Liberty Services Agreement below.

Pursuant to the UGC services agreement, LMI pays UGC an annual fee of \$20,000 for providing the foregoing benefits and services to LMI and its employees. In addition, LMI reimburses UGC for direct out-of-pocket costs incurred by UGC for third party services in providing the foregoing benefits and services to LMI and LMI's employees. UGC pays LMI the portion of any accounting or tax department personnel costs (taking into

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account wages and fringe benefits) that is expected to be attributable to time spent performing services for UGC under the UGC services agreement. LMI and UGC evaluate all charges for reasonableness periodically and make any adjustments as they mutually agree upon.

The UGC services agreement was renewed automatically on January 1, 2005. The UGC services agreement is expected to be terminated in connection with the consummation of the mergers.

Agreements with Liberty

In connection with LMI's spin off from Liberty, LMI and Liberty entered into a series of agreements, under which LMI has certain rights and liabilities. The following is a summary of the terms of the material agreements LMI entered into with Liberty. This summary is qualified by reference to the full text of the agreements which have been included as exhibits to the registration statement on Form S-4 being filed by Liberty Global in connection with the mergers.

Reorganization Agreement

On June 7, 2004, LMI, Liberty and certain subsidiaries of Liberty entered into a reorganization agreement to provide for, among other things, the principal corporate transactions required to effect the spin off of LMI. Pursuant to the reorganization agreement, Liberty transferred to LMI, or caused its subsidiaries to transfer to LMI, substantially all of the assets comprising Liberty's International Group not already held by LMI, cash and certain financial assets. The reorganization agreement provides for mutual indemnification obligations, which are designed to make LMI financially responsible for substantially all of the liabilities relating to the businesses of Liberty's International Group prior to the spin off, as well as for all liabilities incurred by LMI after the spin off, and to make Liberty financially responsible for all of LMI's potential liabilities which are not related to LMI's businesses, including, for example, liabilities arising as a result of LMI having been a subsidiary of Liberty. In addition, the reorganization agreement provides for each of LMI and Liberty to preserve the confidentiality of all confidential or proprietary information of the other party for three years following the spin off, subject to customary exceptions, including disclosures required by law, court order or government regulation.

Liberty Services Agreement

On June 7, 2004, LMI and Liberty entered into a facilities and services agreement pursuant to which Liberty provides LMI with specified services and benefits, including:

the lease of office space at Liberty's executive headquarters, including furniture and furnishings and the use of building services;

telephone, utilities, technical assistance (including information technology, management information systems, network maintenance and data storage), computers, office supplies, postage, courier service, cafeteria access and other office and administrative services;

insurance administration and risk management services;

other services typically performed by Liberty's accounting, treasury, engineering, legal, investor relations and tax department personnel; and

such other services as LMI and Liberty may from time to time mutually determine to be necessary or desirable.

LMI makes payments to Liberty under the Liberty services agreement based upon an annual per-square foot occupancy charge and an allocated portion of Liberty's personnel costs (taking into account wages and fringe benefits) of the departments expected to provide services to LMI. The allocated portion of these personnel costs will be based upon the anticipated percentages of time to be spent by Liberty personnel in each department performing services for LMI under the Liberty services agreement. LMI also reimburses Liberty for direct out-of-pocket costs incurred by Liberty for third party services provided to LMI that are not included in LMI's occupancy charge. LMI and Liberty evaluate all charges for reasonableness semi-annually and make any adjustments to these charges as they mutually agree upon. LMI paid Liberty approximately \$1.325 million in fees

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under the Liberty services agreement for the period beginning on the date of the spin off and ending on December 31, 2004.

The Liberty services agreement will continue in effect for two years, unless earlier terminated (1) by LMI at any time on at least 30 days prior written notice, (2) by Liberty at any time on at least 180 days prior notice, (3) by Liberty upon written notice to LMI, following certain changes in control of LMI or LMI being the subject of certain bankruptcy or insolvency-related events, or (4) by LMI upon written notice to Liberty, following certain changes in control of Liberty or Liberty being the subject of certain bankruptcy or insolvency-related events. The mergers do not result in a change in control of LMI under the Liberty services agreement.

Agreements for Aircraft Joint Ownership and Management

Prior to the spin off, Liberty transferred to LMI a 25% ownership interest in two of Liberty's aircraft. In connection with the transfer, LMI and Liberty entered into certain agreements pursuant to which, among other things, LMI and Liberty share the costs of Liberty's flight department and the costs of maintaining and operating the jointly owned aircraft. Costs are allocated based upon either LMI's and Liberty's respective usage or ownership of such aircraft, depending on the type of cost. LMI's allocable share of costs under these agreements amounted to approximately \$229,000 for the period beginning on the date of the spin off and ending on December 31, 2004.

Tax Sharing Agreement

Prior the spin off, LMI entered into a tax sharing agreement with Liberty that governs Liberty's and LMI's respective rights, responsibilities and obligations with respect to taxes and tax benefits, the filing of tax returns, the control of audits and other tax matters. References in this summary description of the tax sharing agreement to the terms tax or taxes mean taxes as well as any interest, penalties, additions to tax or additional amounts in respect of such taxes.

Prior to the spin off, LMI and their eligible subsidiaries joined with Liberty in the filing of a consolidated return for U.S. federal income tax purposes and also joined with Liberty in the filing of certain consolidated, combined, and unitary returns for state, local, and foreign tax purposes. However, for periods (or portions thereof) beginning after the spin off, LMI no longer joins with Liberty in the filing of any federal, state, local or foreign consolidated, combined or unitary tax returns.

Under the tax sharing agreement, except as described below, Liberty is responsible for all U.S. federal, state, local and foreign income taxes reported on a consolidated, combined or unitary return that includes LMI or one of LMI's subsidiaries, on the one hand, and Liberty or one of its subsidiaries, on the other hand. In addition, except for certain liabilities relating to dual consolidated losses and gain recognition agreements that are described below, Liberty will indemnify LMI and its subsidiaries against any liabilities arising under its tax sharing agreement with AT&T Corp. LMI is responsible for all other taxes (including income taxes not reported on a consolidated, combined, or unitary return by Liberty or its subsidiaries) that are attributable to LMI or one of its subsidiaries, whether accruing before, on or after the spin off. LMI has no obligation to reimburse Liberty for the use, in any period following the spin off, of a tax benefit created before the spin off, regardless of whether such benefit arose with respect to taxes reported on a consolidated, combined or unitary basis.

Notwithstanding the tax sharing agreement, under U.S. Treasury Regulations, each member of a consolidated group is severally liable for the U.S. federal income tax liability of each other member of the consolidated group. Accordingly, with respect to periods in which LMI (or LMI's subsidiaries) have been included in Liberty's, AT&T Corp.'s or Tele-Communications, Inc.'s consolidated group, LMI (or LMI's subsidiaries) could be liable to the U.S. government for any U.S. federal income tax liability incurred, but not discharged, by any other member of such consolidated group. However, if any such liability were imposed, LMI would generally be entitled to be indemnified by Liberty for tax liabilities allocated to Liberty under the tax sharing agreement.

LMI's ability to obtain a refund from a carryback of a tax benefit to a year in which LMI and Liberty (or any of their respective subsidiaries) joined in the filing of a consolidated, combined or unitary return will be at the

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discretion of Liberty. Moreover, any refund that LMI may obtain will be net of any increase in taxes resulting from the carryback for which Liberty is otherwise liable under the tax sharing agreement.

The tax sharing agreement provides that LMI will enter into a closing agreement with the Internal Revenue Service with respect to unrecaptured dual consolidated losses attributable to LMI or any of its subsidiaries under Section 1503(d) of the Code. Moreover, LMI agrees to be liable for any deemed adjustment to taxes resulting from the recapture of any dual consolidated loss so attributed to LMI, if such loss is required to be recaptured as a result of one or more specified events described in the U.S. Treasury Regulations occurring after the distribution date. For purposes of the tax sharing agreement, the deemed adjustment to taxes generally will be an amount equal to the recaptured dual consolidated loss multiplied by the highest applicable statutory rate for the applicable taxing jurisdiction, plus interest and any penalties. LMI must also indemnify and hold harmless Liberty and its subsidiaries against any liability arising under Liberty's tax sharing agreement with AT&T Corp. with respect to such recaptured dual consolidated loss.

The tax sharing agreement provides that LMI is liable for any deemed adjustment to taxes resulting from the recognition of gain pursuant to a gain recognition agreement entered into by Liberty (or any parent of a consolidated group of which LMI or any of its subsidiaries were formerly a member) in accordance with Treasury Regulations Section 1.367(a)-8(b), but only if the recognition of such gain results in an adjustment to the basis of any property held by LMI or any of its subsidiaries. For purposes of the tax sharing agreement, the deemed adjustment to taxes generally will be an amount equal to the gain recognized multiplied by the highest applicable statutory rate for the applicable taxing jurisdiction, plus interest and any penalties. LMI must also indemnify and hold harmless Liberty and its subsidiaries against any liability arising under its tax sharing agreement with AT&T Corp. with respect to such recognition of gain. However, the amount LMI is required to indemnify Liberty and its subsidiaries for any deemed adjustment to taxes or any liability arising under Liberty's tax sharing agreement with AT&T Corp. will be reduced by any amount that Liberty or any of its subsidiaries receives pursuant to any indemnification arrangement with any other person arising from or relating to recognition of gain under such gain recognition agreement.

To the extent permitted by applicable tax law, LMI and Liberty will treat any payments made under the tax sharing agreement as a capital contribution or distribution (as applicable) made immediately prior to the spin off, and accordingly, as not includible in the taxable income of the recipient. However, if any payment causes, directly or indirectly, an increase in the taxable income of the recipient (or its affiliates), the payor's payment obligation will be grossed up to take into account the deemed taxes owed by the recipient (or its affiliates).

LMI is responsible for preparing and filing all tax returns that include LMI or one of its subsidiaries other than any consolidated, combined or unitary income tax return that includes LMI or one of its subsidiaries, on the one hand, and Liberty or one of its subsidiaries, on the other hand, and LMI has the authority to respond to and conduct all tax proceedings, including tax audits, involving any taxes or any deemed adjustment to taxes reported on such tax returns. Liberty is responsible for preparing and filing all consolidated, combined or unitary income tax returns that include LMI or one of its subsidiaries, on the one hand, and Liberty or one of its subsidiaries, on the other hand, and Liberty has the authority to respond to and conduct all tax proceedings, including tax audits, relating to taxes or any deemed adjustment to taxes reported on such tax returns. Liberty also has the authority to respond to and conduct all tax proceedings relating to any liability arising under its tax sharing agreement with AT&T Corp. LMI is entitled to participate in any tax proceeding involving any taxes or deemed adjustment to taxes, or any liabilities under Liberty's tax sharing agreement with AT&T Corp., for which LMI is liable under the tax sharing agreement. The tax sharing agreement further provides for cooperation between Liberty and LMI with respect to tax matters, the exchange of information and the retention of records that may affect the tax liabilities of the parties to the agreement.

Finally, the tax sharing agreement requires that neither LMI nor any of its subsidiaries will take, or fail to take, any action where such action, or failure to act, would be inconsistent with or prohibit the spin off from qualifying as a tax-free transaction to Liberty and to Liberty's stockholders as of the record date for the spin off under Section 355 of the Code. Moreover, LMI must indemnify Liberty and its subsidiaries, officers and directors for any loss, including any deemed adjustment to taxes of Liberty, resulting from (1) such action or failure to act, if such action or failure to act precludes the spin off from qualifying as a tax-free transaction or (2) any breach of

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any representation or covenant given by LMI or one of its subsidiaries in connection with the tax opinion delivered to Liberty by Skadden, Arps, Slate, Meagher & Flom LLP and any other tax opinion delivered to Liberty, in each case relating to the qualification of the spin off as a tax-free distribution described in Section 355 of the Code. For purposes of the tax sharing agreement, the deemed adjustment to taxes generally will be an amount equal to the gain recognized by Liberty multiplied by the highest applicable statutory rate for the applicable taxing jurisdiction, plus interest and any penalties.

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**APPENDIX A: INFORMATION CONCERNING LIBERTY MEDIA INTERNATIONAL, INC.
PART 3 MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS AND
QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The capitalized terms used below have been defined in the notes to the accompanying September 30, 2004 condensed consolidated financial statements. In the following text, the terms, we, our, our company and us may refer as the context requires, to LMC International (prior to June 7, 2004), LMI and its consolidated subsidiaries (on and subsequent to June 7, 2004) or both. Unless otherwise indicated, convenience translations into U.S. dollars are calculated as of September 30, 2004.

The following discussion and analysis provides information concerning our results of operations and financial condition. This discussion should be read in conjunction with our September 30, 2004 condensed consolidated financial statements, the December 31, 2003 combined financial statements and the notes thereto included elsewhere herein.

Overview

We own majority and minority interests in international broadband distribution and programming companies. On June 7, 2004, Liberty completed the spin off of LMI to Liberty's shareholders. In connection with the spin off, holders of Liberty Common Stock on the June 1, 2004 Record Date received 0.05 of a share of LMI Series A Common Stock for each share of Liberty Series A Common Stock owned at 5:00 p.m. New York City time on the Record Date and 0.05 of a share of LMI Series B Common Stock for each share of Liberty Series B Common Stock owned at 5:00 p.m. New York City time on the Record Date. The spin off was intended to qualify as a tax-free spin off. For financial reporting purposes, the spin off is deemed to have occurred on June 1, 2004.

Following the spin off, we and Liberty operate independently, and neither has any stock ownership, beneficial or otherwise, in the other.

Our operating subsidiaries and most significant equity method investments at September 30, 2004 are as follows:

Operating subsidiaries:

Puerto Rico Cable

Pramer

PHL

UGC

Significant equity method investments:

JPC

J-COM

Our most significant subsidiary is UGC, an international broadband communications provider of video, voice, and Internet access services with operations in eleven European countries and three Latin American countries. UGC's largest operating segments are located in The Netherlands, France, Austria and Chile. At September 30, 2004, we owned approximately 417 million shares of UGC Common Stock, representing an approximate 53% economic interest and a 90% voting interest. As further described in note 5 to the accompanying September 30, 2004 condensed consolidated financial statements, we began consolidating UGC on January 1, 2004. Prior to that date, we used the equity method to account for our investment in UGC. PHL and Puerto Rico Cable are wholly-owned subsidiaries that own and operate cable television systems in Ireland and Puerto Rico, respectively. As further described in note 5 to the accompanying September 30, 2004 condensed consolidated financial statements, we acquired PHL during the second quarter of 2004. Pramer is a wholly-owned Argentine programming company that supplies programming services to cable television and DTH satellite distributors in Latin America, Spain and some Spanish speaking markets in the United States. J-COM is a 45%-

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owned equity affiliate that owns and operates broadband distribution businesses in Japan. JPC is a 50%-owned affiliate that owns and invests in a variety of programming channels in Japan.

We believe our primary opportunities in our international markets include continued growth in subscribers; increasing the average revenue per unit by continuing to rollout broadband communication services such as telephony, Internet access and digital video; developing foreign programming businesses; and maximizing operating efficiencies on a regional basis. Potential impediments to achieving these goals include increasing price competition for broadband services; competition from alternative video distribution technologies; and availability of sufficient capital to finance the rollout of new services.

Results of Operations

Due to the January 1, 2004 change from the equity method to the consolidation method of accounting for our investment in UGC, our historical revenue and expenses for the three and nine months ended September 30, 2004 are not comparable to the corresponding prior year periods. Accordingly, in addition to a discussion of our historical results of operations, we have also included an analysis of our operating results based on the approach we use to analyze our reportable operating segments. As further described below, we believe that our operating segment discussion provides a more meaningful basis for comparing UGC's operating results than does our historical discussion.

Changes in foreign currency exchange rates have a significant impact on our operating results as all of our operating segments except Puerto Rico Cable have functional currencies other than the U.S. dollar. Our primary exposure is currently to the euro as over 50% of our U.S. dollar revenue during the nine months ended September 30, 2004 was derived from countries where the euro is the functional currency. In addition, our operating results are also significantly impacted by changes in the exchange rates for the Japanese yen, Chilean peso and, to a lesser degree, other local currencies in Europe.

Three and Nine Months Ended September 30, 2004 and 2003

Discussion and Analysis of Historical Operating Results

As noted above, we began consolidating UGC effective January 1, 2004. Unless otherwise indicated in the discussion below, the significant increases in our historical revenue, expenses and other items during the 2004 periods, as compared to the corresponding prior year periods, are primarily attributable to this change in our consolidated reporting entities.

We incurred stock-based compensation expense of \$13,377,000 and \$66,120,000 during the three and nine months ended September 30, 2004, respectively. Substantially all of such amounts are attributable to UGC's stock incentive awards. The nine-month amount includes a \$50,409,000 first quarter charge to reflect a change from fixed-plan accounting to variable-plan accounting for all of UGC's stock options. This change in accounting is attributable to adjustments to certain terms of such UGC options in connection with UGC's February 2004 rights offering. The \$13,377,000 expense during the three-month period is attributable primarily to an increase in the market price of the common stock underlying UGC's variable-plan options and SARs. Compensation expense with respect to the LMI and Liberty stock incentive awards held by LMI employees was not significant during the 2004 and 2003 periods. However, similar to the accounting for UGC stock incentive awards, all of the LMI options and Liberty stock incentive awards held by LMI employees are accounted for as variable-plan stock incentive awards. As such, stock compensation expense with respect to LMI and Liberty options held by LMI employees and UGC stock incentive awards held by UGC employees is subject to adjustment based on vesting schedules and the market value of the underlying common stock, and ultimately on the final determination of market value when the incentive awards are exercised.

We recorded charges to reflect the impairment of long-lived assets of \$16,623,000 and \$26,000,000 during the second and third quarters of 2004, respectively. The third quarter charge of \$26,000,000 is the result of our assessment of the recoverability of enterprise level goodwill that is associated with one of our consolidated subsidiaries. This assessment was triggered by our determination that it was more-likely-than-not that we will sell this subsidiary. The second quarter 2004 charge was recorded by UGC to write-down the long-lived assets of

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certain telecommunications operations in Norway. For additional information, see note 9 to the accompanying condensed consolidated financial statements.

Interest and dividend income increased \$12,532,000 and \$25,861,000 during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. In addition to the increases of \$5,380,000 and \$16,903,000, respectively, that are attributable to the January 1, 2004 consolidation of UGC, we also experienced an increase in interest and dividend income attributable to dividends on the ABC Family preferred stock that was contributed by Liberty to our company in connection with the spin off.

Our share of earnings of affiliates increased \$7,683,000 and \$43,685,000 during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Such increases primarily are attributable to increases in our share of the net earnings of J-COM and, to a lesser extent, JPC. The increase in J-COM's net earnings is primarily attributable to revenue growth due to increases in the subscribers to J-COM's telephone, Internet and cable television services. During the nine months ended September 30, 2003, we did not recognize our share of UGC's losses as our investment in UGC previously had been reduced to zero and we had no commitment to make additional investments in UGC. For additional discussion of J-COM's operating results, see Discussion and Analysis of Reportable Segments below.

The details of our realized and unrealized gains (losses) on derivative instruments are as follows for the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Amounts in thousands)			
Foreign exchange derivatives	\$ 1,858	\$ (10,257)	\$ 8,074	\$ (6,679)
Total return debt swaps	510	6,180	(1,001)	23,028
Variable forward transaction (News Corp. Class A Common Stock)	13,834		20,002	
UGC interest rate swaps and caps	(16,838)		(14,512)	
Other	1,829	(333)	3,655	(333)
	\$ 1,193	\$ (4,410)	\$ 16,218	\$ 16,016

The details of our foreign currency transaction gains (losses) are as follows for the indicated periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Amounts in thousands)			
U.S. dollar debt issued by UGC's European subsidiaries	\$ (7,525)	\$ (7,525)	\$ (7,525)	\$ (7,525)
Intercompany notes denominated in a currency other than the entities' functional currency	27,628		24,808	
U.S. dollar debt issued and cash held by VTR	2,401		(2,493)	
Euro denominated debt issued by the parent company of UGC	(11,982)		(17,218)	

Euro denominated cash held by the parent company of UGC	6,845		(4,580)	
U.S. dollar denominated debt issued by Pramer	126	(309)	472	3,458
Other	4,395	772	(479)	1,196
	\$ 21,888	\$ 463	\$ (7,015)	\$ 4,654

We recognized a \$168,301,000 pre-tax gain on the exchange of investment securities during the third quarter of 2004. This gain, which is attributable to the July 19, 2004 conversion of our investment in Telewest Communications plc Senior Notes and Senior Discount Notes into 18,417,883 shares or approximately 7.5% of

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the issued and outstanding common stock of Telewest, represents the excess of the fair value of the Telewest common stock received over our cost basis in the Senior Notes and Senior Discount Notes.

We recognized other-than-temporary declines in fair values of investments of \$15,115,000 and \$5,612,000 during the nine months ended September 30, 2004 and 2003, respectively. The 2004 amount includes \$12,429,000 representing the excess of the carrying cost over the fair value of the Telewest shares held by our company at September 30, 2004. We considered such excess to be other-than-temporary as we intend to dispose of our remaining Telewest shares during the fourth quarter of 2004.

We recognized gains (losses) on dispositions of assets of (\$12,092,000) and \$12,632,000 during the three and nine months ended September 30, 2004. The \$12,029,000 loss during the three-month period includes a \$17,281,000 loss on the disposition of 10,551,509 Telewest shares and a \$6,878,000 gain associated with the redemption of our investment in certain bonds. During the nine-month period, the net impact of these transactions was more than offset by a \$25,256,000 gain that we recognized during the second quarter of 2004 in connection with the contribution to JPC of certain indirect interests in an equity method affiliate. For additional information concerning this transaction, see note 7 to the accompanying condensed consolidated financial statements.

During the nine months ended September 30, 2004, we recognized a \$35,787,000 gain on extinguishment of debt. Such gain primarily relates to the \$31,916,000 gain recognized by UGC in connection with the first quarter 2004 consummation of UPC Polska's plan of reorganization and emergence from U.S. bankruptcy proceedings. For additional information, see note 11 to the accompanying condensed consolidated financial statements.

We recognized income tax expense of \$91,027,000 and \$25,999,000 during the nine months ended September 30, 2004 and 2003, respectively. The 2004 amount differs from the amount that would have resulted from the application of statutory tax rates due primarily to (i) increases in the valuation allowances provided against our net operating loss carryforwards and other deferred tax assets and (ii) the impact of certain permanent differences between the financial and tax accounting treatment of interest and other items associated with cross jurisdictional intercompany loans and investments. The effect of these items was partially offset by a \$22,914,000 deferred tax benefit that we recorded during the third quarter of 2004 to reflect a reduction in the estimated blended state tax rate used to compute our net deferred tax liabilities. Such reduction represents a change in estimate that resulted from our re-evaluation of this rate upon our becoming a separate tax paying entity in connection with the spin off. The difference between the actual and expected rate during the nine months ended September 30, 2003 is primarily attributable to foreign income that is taxed at a higher rate than the federal statutory rate.

Discussion and Analysis of Reportable Segments

For purposes of evaluating the performance of our operating segments, we compare and analyze 100% of the revenue and operating cash flow of our reportable operating segments regardless of whether we use the consolidation or equity method to account for such reportable segments. Accordingly, in the following tables, we have presented 100% of the revenue, operating expenses, SG&A expenses and operating cash flow of our reportable segments, notwithstanding the fact that we used the equity method to account for (i) UGC during the 2003 periods and (ii) our 45% investment in J-COM for all periods presented. The revenue, operating expenses, SG&A expenses and operating cash flow of UGC for the 2003 periods and J-COM for all periods presented are then eliminated to arrive at the reported amounts. It should be noted, however, that this presentation is not in accordance with GAAP since the results of operations of equity method investments are required to be reported on a net basis. Further, we could not, among other things, cause any noncontrolled affiliate to distribute to us our proportionate share of the revenue or operating cash flow of such affiliate. For additional information concerning our operating segments, including a discussion of our performance measures and a reconciliation of operating cash flow to pre-tax earnings (loss), see note 17 to the accompanying condensed consolidated financial statements.

The financial information presented below for equity method affiliates was obtained directly from those affiliates. We do not control the decision-making process or business management practices of our equity affiliates. Accordingly, we rely on the management of these affiliates and their independent auditors to provide us with financial information prepared in accordance with GAAP that we use in the application of the equity

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method. We are not aware, however, of any errors in or possible misstatements of the financial information provided by our equity affiliates that would have a material effect on our condensed consolidated financial statements.

The tables presented below in this section provide a separate analysis of each of the line items that comprise operating cash flow (revenue, operating expenses and SG&A expenses) as well as an analysis of operating cash flow by operating segment for the three and nine months ended September 30, 2004, as compared to the corresponding prior year periods. In each case, the tables present (i) the amounts reported by each of our operating segments for the comparative periods, (ii) the U.S. dollar change and percentage change from period to period, and (iii) the U.S. dollar equivalent of the change and the percentage change from period to period, after removing foreign currency effects (FX). The comparisons that exclude FX assume that exchange rates remained constant during the 2004 and 2003 periods.

UPC Broadband France acquired Noos on July 1, 2004. Accordingly, increases in the amounts presented for UGC Broadband France during the three and nine months ended September 30, 2004, as compared to the corresponding prior year periods, are primarily attributable to the Noos acquisition. For additional information concerning the Noos acquisition, see note 5 to the accompanying condensed consolidated financial statements.

Revenue of our Reportable Segments

An analysis of the revenue of our reportable segments for the indicated periods is set forth below (dollar amounts in thousands):

		Three Months Ended September 30,					
				Increase (Decrease)		Increase (Decrease) Excluding FX	
		2004	2003	\$	%	\$	%
UGC Broadband	The						
Netherlands		\$ 178,996	\$ 150,838	28,158	18.7%	14,028	9.3%
UGC Broadband	France	120,591	29,744	90,847	305.4%	88,329	296.0%
UGC Broadband	Austria	72,482	65,085	7,397	11.4%	1,692	2.6%
UGC Broadband	Other						
Europe		173,587	137,285	36,302	26.4%	21,041	15.3%
UGC Broadband	Total						
Europe		545,656	382,952	162,704	42.5%	125,090	32.7%
UGC Broadband	Chile						
(VTR)		75,096	58,608	16,488	28.1%	9,436	16.1%
J-COM		367,062	312,929	54,133	17.3%	32,667	10.4%
Corporate and all other		123,341	94,167	29,174	31.0%	23,872	25.4%
Elimination of intercompany							
transactions		(35,286)	(33,261)	(2,025)	N.M.	N.M.	N.M.
Elimination of equity							
affiliates		(367,062)	(787,444)	420,382	N.M.	N.M.	N.M.
Total consolidated LMI		\$ 708,807	\$ 27,951	680,856	N.M.	N.M.	N.M.

Table of Contents**Nine Months Ended September 30,**

				Increase (Decrease)		Increase (Decrease) Excluding FX	
		2004	2003	\$	%	\$	%
UGC Broadband	The Netherlands	\$ 519,948	\$ 430,620	89,328	20.7%	41,340	9.6%
UGC Broadband	France	182,850	84,435	98,415	116.6%	89,699	106.2%
UGC Broadband	Austria	221,780	189,880	31,900	16.8%	11,393	6.0%
UGC Broadband	Other Europe	506,095	411,266	94,829	23.1%	61,069	14.8%
UGC Broadband	Total Europe	1,430,673	1,116,201	314,472	28.2%	203,501	18.2%
UGC Broadband	Chile (VTR)	216,537	161,667	54,870	33.9%	25,382	15.7%
J-COM		1,090,476	885,517	204,959	23.1%	116,108	13.1%
Corporate and all other		320,725	271,841	48,884	18.0%	30,173	11.1%
Elimination of intercompany transactions		(102,166)	(93,627)	(8,539)	N.M.	N.M.	N.M.
Elimination of equity affiliates		(1,090,476)	(2,261,183)	1,170,707	N.M.	N.M.	N.M.
Total consolidated LMI		\$ 1,865,769	\$ 80,416	1,785,353	N.M.	N.M.	N.M.

N.M. Not Meaningful

UGC Broadband The Netherlands. UGC Broadband The Netherlands revenue increased 18.7% and 20.7% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 9.3% and 9.6%, respectively. The majority of the increases in local currency revenue are attributable to increases in the average revenue per RGU (ARPU). ARPU increased 6.9% and 8.7% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods, primarily due to rate increases in cable television services and the impact of the increased penetration of broadband Internet services, offset by reduced tariffs for telephone services as lower outbound interconnect rates were passed through to the consumer to maintain the product at a competitive level in the market. Growth in overall average RGUs of 2.2% and 0.8% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods, provided the remainder of the increase in revenue. The growth in average RGUs resulted primarily from the continued successful sale of broadband Internet services, as broadband Internet subscribers increased 20.5% from September 30, 2003 to September 30, 2004. UGC previously announced that it would increase rates for analog video customers in The Netherlands towards a standard rate, effective January 1, 2004. As previously reported, UGC has been enjoined from, or has voluntarily waived, implementing these rate increases in certain cities within The Netherlands. Thus far, UGC has reached agreement with a majority of these municipalities, including the municipality of Amsterdam, allowing UGC to increase its cable

tariffs to a standard rate through the course of the year. UGC is currently negotiating with other municipalities and expects a satisfactory resolution.

UGC Broadband Austria. UGC Broadband Austria revenue increased 11.4% and 16.8% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 2.6% and 6.0%, respectively. These local currency increases are primarily attributable to an overall average RGU increase of 3.6% and 3.8% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Internet subscriber growth of 16.3% from September 30, 2003 to September 30, 2004 was the major contributor to these RGU increases. ARPU decreased 1.0% for the three months ended September 30, 2004, and increased 2.1% for the nine months ended September 30, 2004, as compared to the corresponding prior year periods. The 1.0% decline in ARPU during the three-month period resulted primarily from reduced outbound telephone traffic as more customers migrate from dial-up Internet services to broadband Internet access and from fixed-line telephone usage to cellular phone usage. The movement of some broadband Internet subscribers to lower-tier services also contributed to the decrease in ARPU during the three-month period. The 2.1% increase in ARPU during the nine-month period is due to increased penetration of broadband Internet services.

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UGC Broadband France. UGC Broadband France revenue increased 305.4% and 116.6% during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Such increases primarily reflect the July 1, 2004 acquisition of Noos. Excluding the effects of the Noos acquisition and foreign exchange fluctuations, UGC Broadband France revenue decreased 1.2% for the three months ended September 30, 2004 and increased 1.2% for the nine months ended September 30, 2004, as compared to the corresponding prior year periods. Such fluctuations are due to decreases in ARPU that were largely offset by increases in RGUs. ARPU decreased 11.5% and 6.3% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year period, primarily due to the effects of (i) an eight-fold increase in digital television subscribers from September 30, 2003 to September 30, 2004 (as the incremental revenue increase from a digital customer does not offset the impact of an additional RGU in the ARPU calculation), (ii) lower tariffs from telephone services, as lower outbound interconnect rates were passed through to the customer to maintain the service at a competitive level in the market, and (iii) reduced outbound telephone traffic as more customers migrate from dial-up Internet access to broadband Internet access and from fixed-line telephone usage to cellular phone usage. These ARPU decreases were offset by an increase in average RGUs of 11.7% and 8.0% for the three and nine months ended September 30, 2004, respectively, compared to the same periods in the prior year. Such RGU increases primarily are attributable to growth in digital television and broadband Internet services.

UGC Broadband Other Europe. UGC Broadband Other Europe includes broadband operations in Norway, Sweden, Belgium, Hungary, Poland, Czech Republic, Slovak Republic, and Romania. UGC Broadband Other Europe revenue increased 26.4% and 23.1% during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 15.3% and 14.8%, respectively. The local currency revenue increases during the three-month and nine-month periods are attributable to increases in ARPU of 10.7% and 10.1%, respectively, and increases in average RGUs of 4.1% and 4.2%, respectively. Such RGU and ARPU increases are primarily attributable to increased penetration of broadband Internet access services.

UGC Broadband Chile (VTR). UGC Broadband Chile revenue increased 28.1% and 33.9% during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 16.1% and 15.7%, respectively. The revenue increases in the local currency are due primarily to growth in average RGUs of 14.0% and 15.0% during the three and nine months ended September 30, 2004, as compared to the corresponding prior year periods. The increases in average RGUs are due primarily to the continued successful sale of analog cable television services, broadband Internet services and telephone services through improved direct sales and mass marketing initiatives. Reduced subscriber churn also contributed to the RGU increases. ARPU remained relatively flat from period to period due primarily to significant competition in UGC Broadband Chile's markets.

J-COM. J-COM's revenue increased 17.3% and 23.1% during the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 10.4% and 13.1%, respectively. The local currency increases are primarily attributable to a 17.1% increase in subscribers from September 30, 2003 to September 30, 2004. Most of this subscriber increase is attributable to growth within J-COM's telephony and Internet access services. An increase in average revenue per household per month of 4% during the nine months ended September 30, 2004, as compared to the corresponding prior year period, also contributed to the increase in local currency revenue. The increases in average revenue per household per month is primarily attributable to the full-year effect of cable television service price increases implemented during 2003 and increased penetration of J-COM's higher-priced broadband Internet service. These factors were somewhat offset by a reduction in the price for J-COM's lower-priced broadband Internet service and a decrease in customer call volumes for J-COM's telephone service.

Table of Contents**Operating Expenses of our Reportable Segments**

An analysis of the operating expenses of our reportable segments for the indicated periods is set forth below (dollar amounts in thousands):

Three Months Ended September 30,

				Increase (Decrease)		Increase (Decrease) Excluding FX	
		2004	2003	\$	%	\$	%
UGC Broadband	The Netherlands	\$ 60,241	\$ 48,100	12,141	25.2%	7,407	15.4%
UGC Broadband	France	69,571	16,368	53,203	325.0%	51,722	315.8%
UGC Broadband	Austria	30,353	28,844	1,509	5.2%	(894)	(3.1)%
UGC Broadband	Other Europe	76,156	64,308	11,848	18.4%	6,191	9.6%
UGC Broadband	Total Europe	236,321	157,620	78,701	49.9%	64,426	40.9%
UGC Broadband	Chile (VTR)	24,107	20,342	3,765	18.5%	1,505	7.4%
J-COM		122,151	109,488	12,663	11.6%	5,519	5.0%
Corporate and all other		53,222	52,281	941	1.8%	(1,817)	(3.5)%
Elimination of Intercompany transactions		(32,752)	(30,697)	(2,055)	N.M.	N.M.	N.M.
Elimination of Equity Affiliates		(122,151)	(295,894)	173,743	N.M.	N.M.	N.M.
Total consolidated LMI		\$ 280,898	\$ 13,140	267,758	N.M.	N.M.	N.M.

Nine Months Ended September 30,

				Increase (Decrease)		Increase (Decrease) Excluding FX	
		2004	2003	\$	%	\$	%
UGC Broadband	The Netherlands	\$ 175,810	\$ 170,123	5,687	3.3%	(10,548)	(6.2)%
UGC Broadband	France	106,078	51,224	54,854	107.1%	49,727	98.8%
UGC Broadband	Austria	98,226	85,758	12,468	14.5%	3,345	3.9%
UGC Broadband	Other Europe	224,831	191,994	32,837	17.1%	19,035	9.9%
UGC Broadband	Total Europe	604,945	499,099	105,846	21.2%	61,559	12.3%

UGC Broadband Chile (VTR)	69,142	58,872	10,270	17.4%	765	1.3%
J-COM	361,884	310,539	51,345	16.5%	21,859	7.0%
Corporate and all other	148,629	139,449	9,180	6.6%	(169)	N.M.
Elimination of Intercompany transactions	(94,293)	(86,301)	(7,992)	N.M.	N.M.	N.M.
Elimination of equity affiliates	(361,884)	(884,933)	523,049	N.M.	N.M.	N.M.
Total consolidated LMI	\$ 728,423	\$ 36,725	691,698	N.M.	N.M.	N.M.

N.M. Not Meaningful

General. Operating expenses include programming, broadcasting, content, network operations, customer operations, customer care, and other direct costs. Programming costs are expected to rise in future periods as a result of the expansion of service offerings and the potential for price increases. Any cost increases that we are not able to pass on to our subscribers through service rate increases would result in increased pressure on our operating margins.

UGC Broadband Total Europe. Operating expenses for UGC Broadband Total Europe increased 49.9% and 21.2% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations and the Noos acquisition, operating expenses increased 8.6% and 2.1%, respectively, primarily due to (i) increases in direct programming costs related to subscriber growth and, in certain markets, an increase in channels on the analog and

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digital platforms, (ii) increased customer operation expense as a result of higher numbers of new and reconnecting subscribers, (iii) increased network operations costs for broadband Internet access services as a result of subscriber growth, (iv) normal annual wage and cost increases, (v) increases in customer care expense, reflecting increased call volumes due to RGU growth and new systems in certain locations, (vi) increases in the amounts effectively paid to suppliers in Poland due to the elimination of value added tax during 2004 (which tax was recoverable prior to its elimination) without corresponding decreases to the prices paid to suppliers and (vii) an increase during the three-month period due to a one-time credit that was included in The Netherlands' operating expenses during the third quarter of 2003. These increases were partially offset by decreases in operating expenses resulting from (i) improved cost controls across all aspects of the business, including more effective procurement of support services, lower billing and collections charges and the increasing operational leverage of the business, and (ii) cost savings in The Netherlands through a restructuring plan implemented in the second quarter of 2004 whereby the management structure was changed from a three-region model to a centralized management organization.

UGC Broadband Chile (VTR). UGC Broadband Chile operating expenses increased 18.5% and 17.4% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 7.4% and 1.3%, respectively. The local currency increases primarily are due to (i) an increase in programming costs driven by RGU growth, (ii) an increase in access charges and international bandwidth costs, and (iii) an increase in the cost of technical services.

J-COM. J-COM operating expenses increased 11.6% and 16.5% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 5.0% and 7.0%, respectively. These local currency increases primarily are due to an increase in programming costs as a result of subscriber growth and improved service offerings. Increases in network maintenance and technical support costs associated with the expansion of J-COM's network also contributed to the increases.

SG&A Expenses of our Reportable Segments

An analysis of the SG&A expenses of our reportable segments for the indicated periods is set forth below (dollar amounts in thousands):

Three Months Ended September 30,

	2004	2003	Increase (Decrease)		Increase (Decrease) Excluding FX	
			\$	%	\$	%
UGC Broadband The Netherlands	\$ 25,159	\$ 24,130	1,029	4.3%	(925)	(3.8)%
UGC Broadband France	28,298	7,725	20,573	266.3%	19,960	258.4%
UGC Broadband Austria	13,908	10,411	3,497	33.6%	2,354	22.6%
UGC Broadband Other Europe	27,269	23,219	4,050	17.4%	2,418	10.4%
UGC Broadband Total Europe	94,634	65,485	29,149	44.5%	23,807	36.4%
UGC Broadband Chile (VTR)	25,064	19,337	5,727	29.6%	3,331	17.2%
J-COM	98,472	93,177	5,295	5.7%	(374)	N.M.
Corporate and all other	58,990	44,936	14,054	31.3%	11,349	25.3%
	(2,534)	(2,564)	30	N.M.	N.M.	N.M.

Elimination of Intercompany transactions						
Elimination of equity affiliates	(98,472)	(209,920)	111,448	N.M.	N.M.	N.M.
Total consolidated LMI	\$ 176,154	\$ 10,451	165,703	N.M.	N.M.	N.M.

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				Increase (Decrease)		Increase (Decrease) Excluding FX	
		2004	2003	\$	%	\$	%
UGC Broadband	The Netherlands	\$ 77,041	\$ 71,969	5,072	7.0%	(2,408)	(3.3)%
UGC Broadband	France	48,487	24,502	23,985	97.9%	21,350	87.1%
UGC Broadband	Austria	37,065	30,834	6,231	20.2%	2,698	8.8%
UGC Broadband	Other Europe	78,777	70,685	8,092	11.4%	1,909	3.4%
UGC Broadband	Total Europe	241,370	197,990	43,380	21.9%	23,549	11.9%
UGC Broadband	Chile (VTR)	72,453	54,911	17,542	31.9%	7,618	13.9%
J-COM		295,480	274,214	21,266	7.8%	(2,809)	(1.0)%
Corporate and all other		176,160	142,727	33,433	23.4%	23,323	16.4%
Elimination of Intercompany transactions		(7,873)	(7,326)	(547)	N.M.	N.M.	N.M.
Elimination of equity affiliates		(295,480)	(632,618)	337,138	N.M.	N.M.	N.M.
Total consolidated LMI		\$ 482,110	\$ 29,898	452,212	N.M.	N.M.	N.M.

N.M. Not Meaningful

General. SG&A expenses include human resources, information technology, general services, management, finance, legal and marketing costs and other general expenses.

UGC Broadband Total Europe. UGC Broadband Total Europe SG&A expenses increased 44.5% and 21.9% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations and the Noos acquisition, SG&A increased 5.7% and 1.8%, respectively. These local currency increases primarily are due to (i) increased marketing expenditures to support subscriber growth and new digital programming services, (ii) normal annual wage and cost increases, (iii) increased consulting and other information technology support costs associated with the implementation of new customer care systems in several countries and UGC's subscriber management system in Austria, and (iv) higher legal, accounting and other professional advisory fees due, in part, to requirements of the Sarbanes-Oxley Act of 2002. These increases were largely offset by improved cost controls across all aspects of the business and cost savings resulting from The Netherlands restructuring that was implemented during the second quarter of 2004, as mentioned above.

UGC Broadband Chile (VTR) UGC Broadband Chile SG&A expenses increased 29.6% and 31.9% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, such increases were 17.2% and 13.9%, respectively. These local currency increases primarily are due to (i) normal annual wage and cost increases, (ii) an increase in commissions and marketing expense as a result of increased competition, and (ii) higher legal, accounting and other professional advisory fees due in part to requirements of the Sarbanes-Oxley Act of 2002.

J-COM. J-COM SG&A expenses increased 5.7% and 7.8% for the three and nine months ended September 30, 2004, respectively, as compared to the corresponding prior year periods. Excluding the effects of foreign exchange fluctuations, J-COM SG&A expenses remained relatively constant over the 2004 and 2003 periods, as the effect of reduced marketing personnel and advertising and promotion costs was offset by increased labor and other overhead costs associated primarily with increases in J-COM's customers.

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Table of Contents***Operating Cash Flow of our Reportable Segments***

An analysis of the operating cash flow of our reportable segments for the indicated periods is set forth below (dollar amounts in thousands):

Three Months Ended September 30,

		2004	2003	Increased (Decrease)		Increase (Decrease) Excluding FX	
				\$	%	\$	%
UGC Broadband	The Netherlands	\$ 93,596	\$ 78,608	14,988	19.1%	7,546	9.6%
UGC Broadband	France	22,722	5,651	17,071	302.1%	16,647	294.6%
UGC Broadband	Austria	28,221	25,830	2,391	9.3%	232	0.9%
UGC Broadband	Other Europe	70,162	49,758	20,404	41.0%	12,432	25.0%
UGC Broadband	Total Europe	214,701	159,847	54,854	34.3%	36,857	23.1%
UGC Broadband	Chile (VTR)	25,925	18,929	6,996	37.0%	4,600	24.3%
J-COM		146,439	110,264	36,175	32.8%	27,522	25.0%
Corporate and all other		11,129	(3,050)	14,179	N.M.	14,340	N.M.
Elimination of equity affiliates		(146,439)	(281,630)	135,191	N.M.	N.M.	N.M.
Total consolidated LMI		\$ 251,755	\$ 4,360	247,395	N.M.	N.M.	N.M.

Nine Months Ended September 30,

		2004	2003	Increased (Decrease)		Increase (Decrease) Excluding FX	
				\$	%	\$	%
UGC Broadband	The Netherlands	\$ 267,097	\$ 188,528	78,569	41.7%	54,296	28.8%
UGC Broadband	France	28,285	8,709	19,576	224.8%	18,622	213.0%
UGC Broadband	Austria	86,489	73,288	13,201	18.0%	5,350	7.3%
UGC Broadband	Other Europe	202,487	148,587	53,900	36.3%	40,125	27.0%
UGC Broadband	Total Europe	584,358	419,112	165,248	39.4%	118,393	28.2%
		74,942	47,884	27,058	56.5%	16,999	35.5%

UGC Broadband Chile
(VTR)

J-COM	433,112	300,764	132,348	44.0%	97,058	32.3%
Corporate and all other	(4,064)	(10,335)	6,271	60.7%	7,019	68.9%
Elimination of equity affiliates	(433,112)	(743,632)	310,520	N.M.	N.M.	N.M.
Total consolidated LMI	\$ 655,236	\$ 13,793	641,443	N.M.	N.M.	N.M.

N.M. Not Meaningful

For explanations of the factors contributing to the changes in operating cash flow, see the above analyses of the revenue, operating expenses and SG&A expenses of our reportable segments.

Years Ended December 31, 2003, 2002 and 2001

To assist you in understanding and analyzing our business in the same manner we do, we have provided the table below, which presents 100% of each business's revenue, operating cash flow and operating income even though we own less than 100% of many of these businesses. These amounts are combined on an unconsolidated basis and are then adjusted to remove the effects of the equity method investments to arrive at the reported amounts. This presentation is designed to reflect the manner in which management reviews the operating performance of individual businesses regardless of whether the investment is accounted for as a consolidated subsidiary or an equity investment. It should be noted, however, that this presentation is not in accordance with

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GAAP since the results of operations of equity method investments are required to be reported on a net basis. Further, we could not, among other things, cause any noncontrolled affiliate to distribute to us our proportionate share of the revenue or operating cash flow of such affiliate.

The financial information presented below for equity method affiliates was obtained directly from those affiliates. We do not control the decision-making process or business management practices of our equity affiliates. Accordingly, we rely on the management of these affiliates and their independent auditors to provide us with financial information prepared in accordance with GAAP that we use in the application of the equity method. We are not aware, however, of any errors in or possible misstatements of the financial information provided by our equity affiliates that would have a material effect on our combined financial statements.

Our chief operating decision maker and management team use operating cash flow in conjunction with other measures to evaluate our businesses and make decisions about allocating resources among our businesses. We define operating cash flow as revenue less operating expenses and SG&A expenses. We believe this is an important indicator of the operational strength and performance of our businesses, including their ability to service debt and fund capital expenditures. In addition, this measure allows management to view operating results and perform analytical comparisons and benchmarking between businesses and identify strategies to improve performance. This measure of performance excludes depreciation and amortization, stock compensation and restructuring and impairment charges that are included in the measurement of operating income pursuant to GAAP. Accordingly, operating cash flow should be considered in addition to, but not as a substitute for, operating income, net income, cash flows provided by operating activities and other measures of financial performance prepared in accordance with GAAP.

	Years Ended December 31,		
	2003	2002	2001
	(Amounts in thousands)		
Revenue			
Liberty Cablevision of Puerto Rico	\$ 71,765	\$ 64,270	\$ 55,360
Pramer	35,102	35,985	82,855
Corporate and other	1,767	3,600	1,320
UGC(1)	1,891,530	1,515,021	1,561,894
J-COM(1)	1,233,492	930,736	628,892
JPC(1)	412,013	273,696	207,004
Other equity method affiliates(1)	268,126	241,540	231,674
Combined revenue	3,913,795	3,064,848	2,768,999
Eliminate revenue of equity method affiliates	(3,805,161)	(2,960,993)	(2,629,464)
Revenue from consolidated subsidiaries	\$ 108,634	\$ 103,855	\$ 139,535
Operating Cash Flow			
Liberty Cablevision of Puerto Rico	\$ 22,499	\$ 21,692	\$ 20,451
Pramer	4,961	3,990	22,056
Corporate and other	(9,469)	(8,027)	(9,746)
UGC(1)	628,882	296,374	(191,243)
J-COM(1)	428,513	211,146	56,652
JPC(1)	54,504	32,008	19,461
Other equity method affiliates(1)	(7,688)	(32,598)	3,763
Combined operating cash flow	1,122,202	524,585	(78,606)

Eliminate operating cash flow of equity method affiliates	(1,104,211)	(506,930)	111,367
Operating cash flow from consolidated subsidiaries	\$ 17,991	\$ 17,655	\$ 32,761

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	Years Ended December 31,		
	2003	2002	2001
	(Amounts in thousands)		
Operating Income (Loss)			
Liberty Cablevision of Puerto Rico	\$ 9,124	\$ 9,783	\$ 1,149
Pramer	3,272	967	(36,695)
Corporate and other	(13,607)	(46,295)	(87,077)
UGC(1)	(656,014)	(899,282)	(2,872,306)
J-COM(1)	113,753	(29,390)	(195,074)
JPC(1)	44,077	23,174	11,886
Other equity method affiliates(1)	(28,977)	(90,102)	(28,373)
Combined operating loss	(528,372)	(1,031,145)	(3,206,490)
Eliminate operating loss of equity method affiliates	527,161	995,600	3,083,867
Operating loss from consolidated subsidiaries	\$ (1,211)	\$ (35,545)	\$ (122,623)

(1) Represents an equity method affiliate. Equity ownership percentages for significant equity affiliates at December 31, 2003 are as follows:

UGC	50%
J-COM	45%
JPC	50%

Liberty Cablevision of Puerto Rico. Liberty Cablevision of Puerto Rico's revenue increased 11.7% and 16.1% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior year. The majority of the increase in 2003 is due to a \$3,685,000 increase in basic cable revenue, a \$1,772,000 increase in high speed data revenue and a \$1,255,000 increase in equipment rental income. The increase in basic cable revenue is due to increases in rates that took effect in March 2002 and March 2003, as well as an increase in digital cable subscribers that converted from Liberty Cablevision of Puerto Rico's analog service. The rate increases and relatively poor economic conditions in Puerto Rico resulted in a 1% decrease in total basic cable subscribers in 2003. As of December 31, 2003, Liberty Cablevision of Puerto Rico had 122,000 video subscribers, 40,500 of which were digital cable subscribers. Liberty Cablevision of Puerto Rico launched high speed data in June 2002 and as of December 31, 2003 had 8,400 high speed data customers. The increase in equipment rental revenue is due to the increase in digital cable subscribers.

The majority of the 2002 increase in revenue is due to a March 2002 rate increase. When we were split off from AT&T in August 2001, Liberty Cablevision of Puerto Rico lost the benefit of AT&T's programming rates, which were based on AT&T's total subscriber base. In response to a resulting 55% increase in programming costs in late 2001 and early 2002, Liberty Cablevision of Puerto Rico raised its subscriber rates. The effect of the rate increase on revenue was partially offset by a 3.9% decrease in subscribers from December 31, 2001 to December 31, 2002.

Liberty Cablevision of Puerto Rico's operating expenses increased 18.7% and 45.8% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior year. These increases are due almost entirely to increases in programming costs. As noted above, Liberty Cablevision of Puerto Rico lost the benefit

of AT&T's programming rates in 2001. As a result, Liberty Cablevision of Puerto Rico now is required to separately negotiate its own programming rates, which are based on the number of subscribers served by Liberty Cablevision of Puerto Rico.

Liberty Cablevision of Puerto Rico's SG&A expenses increased 12.5% and 4.0% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior year. The 2003 increase is due to increases in salaries and related personnel costs, costs that vary with revenue such as franchise and copyright fees, and bad debt expense. The increase in personnel costs is due to an increase in headcount to support Liberty Cablevision of Puerto Rico's launch of high speed data service. The increase in bad debt expense

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relates to the effects of rate increases and the relatively poor economy in Puerto Rico. The 2002 increase is due primarily to increases in franchise and copyright fees.

Pramer. Pramer's revenue decreased 2.4% and 56.6% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior year. Argentina has been in a recession for the past several years. Prior to 2002, the Argentine government maintained an exchange rate of one Argentine peso to one U.S. dollar (the peg rate). Due to worsening economic and political conditions in late 2001, the Argentine government eliminated the peg rate effective January 11, 2002. The value of the Argentine peso dropped significantly on the day the peg rate was eliminated and continued to drop throughout 2002 ending 2002 at a rate of 3.36 pesos to one U.S. dollar. The peso stabilized somewhat in 2003 and ended 2003 at a rate of 2.93 pesos to one U.S. dollar. The change in Pramer's revenue in 2003 is primarily the net effect of a \$3,179,000 decrease in affiliate revenue partially offset by a \$2,213,000 increase in advertising revenue. The decrease in affiliate revenue is due to the renegotiation of certain contracts in 2002 in response to the economic crisis in Argentina. Advertising revenue increased in 2003 in response to the improving economic conditions.

The 2002 decrease in revenue is due to the devaluation of the peso. In functional currency, Pramer's revenue was relatively comparable over the 2002 and 2001 periods.

Pramer's operating expenses increased \$2,742,000 or 12.9% and decreased \$26,019,000 or 55.1% for the years ended December 31, 2003 and 2002, respectively. The increase in 2003 is due to individually insignificant increases in certain expense accounts. The decrease in 2002 is due to the devaluation of the peso.

UGC. UGC's revenue increased 24.9% and decreased 3.0% for the years ended December 31, 2003 and 2002, respectively. The increase in 2003 is due primarily to an increase in subscribers, revenue per subscriber and the strengthening of the euro against the U.S. dollar (approximately 16.1%). The decrease in 2002 is due to the sale of UGC's Australian and German operations partially offset by increases in Europe and Chile. UGC's operating expenses decreased \$4 million or less than 1% in 2003 and \$290 million or 27.3% in 2002. These decreases are due primarily to cost control initiatives, including restructurings. The 2002 expenses were also impacted by the sale of UGC's Australian and German operations. UGC's SG&A expenses increased \$48 million or 10.7% in 2003 and decreased \$244 million or 35.4% in 2002. The 2003 increase is due primarily to the strengthening of the euro against the U.S. dollar. The 2002 decrease is the result of cost control initiatives and the sale of UGC's Australian and German operations.

Also included in UGC's operating losses are (i) impairments of long-lived assets of \$1,321 million in 2001, compared to \$436 million in 2002 and \$402 million in 2003, and (ii) restructuring charges of \$204 million in 2001, compared to \$1 million in 2002 and \$36 million in 2003.

J-COM. J-COM's revenue increased 32.5% and 48.0% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior year. The increase in revenue in 2003 was due to a 10.3% increase in the number of homes receiving at least one service, an 8.4% increase in the average number of services per home and a 9.6% increase in ARPH. Revenue increased in 2002 due to a 23.2% increase in homes receiving at least one service, an 11.7% increase in average number of services per home and a 9.2% increase in ARPH. In addition, changes in the exchange rate also positively impacted revenue in 2003. On a local currency basis, J-COM's revenue increased 22.7% and 52.3% in 2003 and 2002, respectively.

J-COM's operating expenses increased 17.0% and 22.2% in 2003 and 2002, respectively. These increases are due to the increase in subscribers and growth of J-COM's business. As a percent of revenue, operating expenses decreased from 40.3% in 2002 to 35.5% in 2003 due to the realization of economies of scale from the growth of the business. SG&A expenses increased 6.5% and 30.1% in 2003 and 2002, respectively. The increase in SG&A expenses are due to the growth of the business in 2002 and exchange rate fluctuations in 2003.

JPC. JPC's revenue increased 50.5% and 32.2% for the years ended December 31, 2003 and 2002, respectively, as compared to the corresponding prior years. The increase in 2003 was largely due to increases in revenue for *Shop Channel*, which experienced a 17.5% increase in FTE's and a 14% increase in sales per FTE. In 2002, *Shop Channel* had a 30.4% increase in FTE's and an 8.2% increase in sales per FTE. Affiliate revenue and advertising revenue at JPC's other networks also contributed to the overall revenue increase in both years due to continued subscriber growth at those networks. *Shop Channel* revenue accounted for 81%, 80% and 78% of

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JPC's revenue in 2003, 2002 and 2001, respectively. In addition, changes in the exchange rate also positively impacted revenue in 2003. On a local currency basis, JPC's revenue increased 39.4% and 36.1% in 2003 and 2002, respectively.

JPC's operating expenses increased 52.5% and 33.0% in 2003 and 2002, respectively. These increases are primarily due to higher cost of goods sold at *Shop Channel* resulting from revenue increases of 41.3% and 38.9% during 2003 and 2002, respectively. JPC's SG&A expenses increased 34.2% and 17.9% in 2003 and 2002, respectively. The increases in SG&A were due to growth in the business resulting from additional sales volume at *Shop Channel* and additional channel offerings.

Corporate and Other. General and administrative expenses have been allocated from LMC to us based on the cost of services provided. We believe such allocations are reasonable and materially approximate the amount that we would have incurred on a stand-alone basis. Allocated expenses aggregated \$10,873,000, \$10,794,000 and \$10,148,000 in 2003, 2002 and 2001, respectively.

Included in operating loss for corporate and other are impairments of long-lived assets of \$45,928,000 and \$91,087,000 in 2002 and 2001, respectively. No such impairments were recognized in 2003. These impairments are more fully described in the following paragraphs.

In connection with our 2002 annual evaluation of the carrying value of our enterprise-level goodwill, we estimated the fair value of our equity method investments and compared such estimated fair value to the carrying value of our equity method investments including any allocated enterprise-level goodwill. As a result of increased competition, losses in subscribers and a decrease in operating income in 2002, we determined that our carrying value exceeded the estimated fair value for Metr polis-Intercom, which fair value was based on a per-subscriber valuation. Accordingly, we recorded a nontemporary decline in value of \$66,555,000 related to our investment balance, which is included in share of losses of affiliates for the year ended December 31, 2002 and an impairment of long-lived assets of \$39,000,000 related to the allocated enterprise-level goodwill for Metr polis-Intercom.

In 2002, we also determined that our carrying value for Torneos, including allocated enterprise-level goodwill, exceeded its estimated fair value due to the devaluation of the Argentine peso. Accordingly, we recorded an impairment of long-lived assets of \$5,000,000 related to the allocated enterprise-level goodwill for Torneos.

In December 2001, we determined that our carrying value for Pramer exceeded its estimated fair value as a result of the economic crisis in Argentina and the devaluation of the Argentine peso. Accordingly, we recorded a \$52,775,000 impairment of goodwill. Also, in 2001 we determined that a loan in the amount of \$21,312,000 was not collectible. Accordingly, we wrote the note receivable off and recorded a charge that is included in impairment of long-lived assets. In connection with our acquisition of Pramer in 1998, we acquired intangible assets for Cablevisi n S.A., an Argentine cable company. Cablevisi n had the right to purchase the intangible assets from us for \$25,000,000, \$8,000,000 of which Cablevisi n funded at the time of the Pramer acquisition. We accounted for the intangible assets as assets held for sale and recorded no amortization for them. In 2001, due to the economic crisis in Argentina, we determined that Cablevisi n would be unable to fund the remaining \$17,000,000 and recorded an impairment of long-lived assets.

Other Income and Expense

Interest expense. Interest expense was \$2,178,000, \$3,943,000 and \$21,917,000 for the years ended December 31, 2003, 2002 and 2001, respectively. The decrease in 2002 is due to the repayment of our note payable to UGC in January 2002.

Interest income. Our interest income was relatively comparable over the 2003 and 2002 periods and was earned on our investments in debt securities of UGC Europe. Interest income in 2001 also included \$46,376,000 earned on a note receivable (the Belmarken Loan) from Belmarken Holding B.V., an indirect subsidiary of Old UGC, Inc. (formerly known as UGC Holdings, Inc.), which was contributed to UGC in January 2002.

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Share of earnings of affiliates. A summary of our share of earnings (losses) of affiliates, including excess cost amortization in 2001 and nontemporary declines in value, is included below:

	Percentage Ownership at December 31, 2003	Years Ended December 31,		
		2003	2002	2001
(Amounts in thousands)				
J-COM	45%	\$ 20,341	\$ (21,595)	\$ (89,538)
UGC	50%		(190,216)	(439,843)
JPC	50%	11,775	5,801	(9,337)
Metropólis-Intercom	50%	(8,291)	(80,394)	(16,609)
Torneos	40%	(7,566)	(25,482)	(29,300)
Other	Various	(2,520)	(19,339)	(4,898)
		\$ 13,739	\$ (331,225)	\$ (589,525)

At December 31, 2003, the aggregate carrying amount of our investments in affiliates exceeded our proportionate share of our affiliates' net assets by \$3,745 million. Prior to the adoption of Statement 142, this excess basis was being amortized over estimated useful lives of up to 20 years based on the useful lives of the intangible assets represented by such excess costs. Such amortization was \$92,902,000 for the year ended December 31, 2001, and is included in our share of losses of affiliates. Upon adoption of Statement 142, we discontinued amortizing equity method excess costs in existence at the adoption date due to their characterization as equity method goodwill. Also included in share of losses for the years ended December 31, 2003 and 2002 are adjustments for nontemporary declines in value aggregating \$12,616,000 and \$72,030,000, respectively. See the discussion of UGC, J-COM and JPC above for more information on these equity affiliates.

Realized and unrealized gains (losses) on derivative instruments. Realized and unrealized gains (losses) on derivative instruments during the years ended December 31, 2003, 2002 and 2001 are comprised of the following:

	Years Ended December 31,		
	2003	2002	2001
(Amounts in thousands)			
Foreign exchange derivatives	\$ (22,626)	\$ (11,239)	\$
Total return bond swaps	37,804	(1,088)	(124,698)
Belmarken Loan		(4,378)	(410,264)
Other	(2,416)		
	\$ 12,762	\$ (16,705)	\$ (534,962)

Nontemporary declines in fair value of investments. During 2003, 2002 and 2001, we determined that certain of our cost investments experienced other-than-temporary declines in value. As a result, the cost bases of such investments were adjusted to their respective fair values based primarily on quoted market prices at the balance sheet date. These adjustments are reflected as nontemporary declines in fair value of investments in the consolidated

statements of operations. The following table identifies such adjustments attributable to each of the individual investments as follows:

Investments	Years Ended December 31,		
	2003	2002	2001
	(Amounts in thousands)		
Sky Latin America	\$ 6,884	\$ 105,250	\$ 2,002
Telewest bonds		141,271	
Other		865	
	\$ 6,884	\$ 247,386	\$ 2,002

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Gain on disposition of assets. On January 30, 2002, UGC and we completed a transaction (the UGC Transaction) pursuant to which UGC was formed to own UGC Holdings. Upon consummation of the UGC Transaction, all shares of UGC Holdings common stock were exchanged for shares of common stock of UGC. In addition, we contributed to UGC (i) cash consideration of \$200,000,000, (ii) the Belmarken Loan, with an accreted value of \$891,671,000 and a carrying value of \$495,603,000 and (iii) Senior Notes and Senior Discount Notes of UPC, with an aggregate carrying amount of \$270,398,000, in exchange for 281.3 million shares of UGC Class C common stock with a fair value of \$1,406,441,000. We accounted for the UGC Transaction as the acquisition of an additional noncontrolling interest in UGC in exchange for monetary financial instruments. Accordingly, we calculated a \$440,440,000 gain on the transaction based on the difference between the estimated fair value of the financial instruments and their carrying value. Due to our continuing indirect ownership in the assets contributed to UGC, we limited the amount of gain we recognized to the minority shareholders' attributable share (approximately 28%) of such assets or \$122,618,000 (before deferred tax expense of \$47,821,000).

Income taxes. Our effective tax rate was 58%, 33% and 32% for the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 effective tax rate differed from the U.S. Federal income tax rate of 35% primarily due to foreign taxes and state and local taxes. The effective tax rates in 2002 and 2001 differed from the U.S. Federal income tax rate of 35% primarily due to state and local taxes and amortization for book purposes that is not deductible for income tax purposes.

Cumulative effect of accounting change. We and our subsidiaries adopted Statement 142 effective January 1, 2002. Upon adoption, we determined that the carrying value of certain of our reporting units (including allocated goodwill) was not recoverable. Accordingly, in the first quarter of 2002, we recorded an impairment loss of \$238,267,000, net of taxes of \$103,105,000, as the cumulative effect of a change in accounting principle. This transitional impairment loss includes an adjustment of \$264,372,000 for our proportionate share of transition adjustments that UGC recorded.

Liquidity and Capital Resources***Sources and Uses of Cash***

Prior to the spin off, cash transfers from Liberty represented our primary source of funds. Due to the spin off, cash transfers from Liberty no longer represent a source of liquidity for us. Although our consolidated operating subsidiaries have generated cash from operating activities and have borrowed funds under their respective bank facilities, we generally are not entitled to the resources of our operating subsidiaries or business affiliates. In this regard, we and each of our subsidiaries perform separate assessments of our respective liquidity needs. Accordingly, the current and future liquidity of our corporate and subsidiary operations is discussed separately below. Following the discussion of our sources and uses of liquidity, we present a discussion of our historical cash flows.

Corporate Liquidity

At September 30, 2004, we held cash and cash equivalents of \$739,344,000 at the corporate level. Our remaining cash and cash equivalents at September 30, 2004 of \$999,386,000 were held by UGC and our other subsidiaries. As noted above, we do not anticipate that any of the cash held by our subsidiaries will be made available to us to satisfy our corporate liquidity requirements. As described in greater detail below, our current sources of liquidity include (i) our cash and cash equivalents, (ii) our ability to monetize certain investments and derivative instruments, and (iii) interest and dividend income received on our cash and cash equivalents and investments. From time to time, we may also receive distributions or loan repayments from our subsidiaries or affiliates and proceeds upon the disposition of investments and other assets.

During the 2004 period prior to the spin off, a subsidiary of our company borrowed \$116,666,000 from Liberty pursuant to certain notes payable. In connection with the spin off, Liberty also entered into a Short-Term Credit Facility with us. Pursuant to the Short-Term Credit Facility, Liberty had agreed to make loans to us from time to time up to an aggregate principal amount of \$383,334,000. During the third quarter of 2004, all amounts

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due to Liberty under the notes payable were repaid with proceeds from the LMI Rights Offering and the Short-Term Credit Facility was cancelled.

In connection with the spin off, Liberty contributed to our company cash and cash equivalents of \$50,000,000 and available-for-sale securities with a fair value of \$561,130,000 on the contribution date. For additional information, see note 2 to the accompanying September 30, 2004 condensed consolidated financial statements.

On July 19, 2004, our investment in Telewest Communications plc Senior Notes and Senior Discount Notes was converted into 18,417,883 shares or approximately 7.5% of the issued and outstanding common stock of Telewest. During the third quarter of 2004, we sold 10,551,509 of the acquired Telewest shares for aggregate cash proceeds of \$121,459,000. At September 30, 2004, we held 7,866,374 shares of Telewest common stock. We intend to dispose of our remaining Telewest shares during the fourth quarter of 2004.

On July 26, 2004, we commenced the LMI Rights Offering whereby holders of record of LMI Common Stock at 5:00 p.m., New York City time, on that date received 0.20 transferable subscription rights for each share of LMI Common Stock held. The LMI Rights Offering expired in accordance with its terms on August 23, 2004. Pursuant to the terms of the LMI Rights Offering, we issued 28,245,000 shares of LMI Series A Common Stock and 1,211,157 shares of LMI Series B Common Stock in exchange for aggregate cash proceeds of \$739,432,000, before deducting related offering costs of \$3,771,000. For additional information concerning the LMI Rights Offering, see note 3 to the accompanying September 30, 2004 condensed consolidated financial statements.

In October 2004, we sold our interest in the Sky Multicountry DTH platform in exchange for reimbursement by the purchaser of \$1,500,000 of funding provided by us in the previous few months and the release from certain guarantees described below. We were deemed to owe the purchaser \$6,000,000 in respect of such platform, which amount was offset against a separate payment we received from the purchaser as explained below. We also agreed to sell our interest in the Sky Brasil DTH platform and granted the purchaser an option to purchase our interest in the Sky Mexico DTH platform. On October 28, 2004, we received \$54,000,000 in cash from the purchaser, which consisted of \$60,000,000 consideration payable for our Sky Brasil interest less the \$6,000,000 we were deemed to owe the purchaser in respect of the Sky Multicountry DTH platform. The \$60,000,000 is refundable by us if the Sky Brasil transaction is terminated. It may be terminated by us or the purchaser if it has not closed by October 8, 2007 or by the purchaser if certain conditions are incapable of being satisfied. We will receive \$88,000,000 in cash upon the transfer of our Sky Mexico interest to the purchaser. The Sky Mexico interest will not be transferred until certain Mexican regulatory conditions are satisfied. If the purchaser does not exercise its option to purchase our Sky Mexico interest on or before October 8, 2006 (or in some cases an earlier date), then we have the right to require the purchaser to purchase our interest if certain conditions, including the absence of Mexican regulatory prohibition of the transaction, have been satisfied or waived. In light of the contingencies involved, we will not treat either of the Sky Mexico or Sky Brasil transactions as a sale for accounting purposes until such time as the necessary regulatory approvals are obtained and, in the case of Sky Mexico, the cash is received. In connection with these transactions our guarantees of the obligations of the Sky Multicountry, Sky Brasil and Sky Mexico platforms under certain transponder leases were terminated and our guarantees of obligations under certain equipment leases will be terminated no later than December 31, 2004. The buyer has agreed to indemnify us for any amounts we are required to pay under such equipment leases subsequent to the transaction date through the date that our guarantees are terminated.

At September 30, 2004, our investment in J-COM included ¥41,260,795,000 (\$375,064,000) of shareholder loans to J-COM. Such loans are denominated in Japanese yen and bear interest at the 3-month Tokyo Interbank Offered Rate plus the applicable margin per annum (1.83% to 2.08% at September 30, 2004). Such shareholder loans, which are subordinated to J-COM's third party indebtedness, are due and payable on February 6, 2011. J-COM is currently negotiating the refinancing of certain of its indebtedness. In the event that J-COM successfully completes this refinancing, we expect that J-COM will repay all amounts due to us pursuant to the shareholder loans. Although we expect that J-COM will complete its refinancing during the fourth quarter of 2004, no assurance can be given that J-COM will successfully complete this refinancing and, in turn, repay all amounts due to us under the shareholder loans prior to their maturities. If the shareholder loans had been repaid as of September 30, 2004, we would have recognized a \$36,523,000 pre-tax gain in connection with the

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reclassification of foreign currency translation gains related to the shareholder loans from our other accumulated comprehensive loss account. The amount of any foreign currency transaction gain ultimately realized will be dependent on the exchange rate in effect on the transaction date.

In addition to the above sources and potential sources of liquidity, we may elect to monetize our investments in News Corp., ABC Family preferred stock and/or certain other investments and derivative instruments that we hold. In this regard, we are a party to a variable forward sale transaction with respect to our shares of News Corp. Class A Common Stock that provided us with available liquidity of \$157,200,000 at September 30, 2004. For additional information concerning our investments and derivative contracts, see notes 7, 8 and 10 to the accompanying September 30, 2004 condensed consolidated financial statements.

We believe that our current sources of liquidity are sufficient to meet our known liquidity requirements through 2005. However, in the event a major investment or acquisition opportunity were to arise, it is likely that we would be required to seek additional capital in order to consummate any such transaction.

Our primary uses of cash have historically been investments in affiliates and acquisitions of consolidated businesses. We intend to continue expanding our collection of international broadband and programming assets. Accordingly, our future cash needs include making additional investments in and loans to existing affiliates, funding new investment opportunities, and funding our corporate general and administrative expenses.

We and CristalChile each own 50% interests in Cordillera. Cordillera owns substantially all of the equity of Metropolis. We and CristalChile have entered into an agreement pursuant to which we each have agreed to use commercially reasonable efforts to merge Metropolis and VTR. The merger is subject to certain conditions, including the execution of definitive agreements, Chilean regulatory approvals and the approval of the boards of directors of our company, CristalChile, VTR and UGC (including, in the case of UGC, the independent members of UGC's board of directors) and the receipt of necessary third party approvals and waivers. If the proposed merger is consummated as originally contemplated, we would own a direct and indirect interest aggregating 80% of the voting and equity rights in the new entity, and CristalChile would own the remaining 20%. We would also receive a \$100 million promissory note from the combined entity, which would bear interest at LIBOR plus 3% per annum and would be unsecured and subordinated to third party debt. In addition, CristalChile would have a put right which would allow CristalChile to require Liberty to purchase all, but not less than all, of its interest in the new entity for not less than \$140 million on or after the first anniversary of the date on which Chilean regulatory approval of the merger is deemed to be received. We have agreed to assume and indemnify Liberty against this put obligation in connection with the spin off. If the merger does not occur, we and CristalChile have agreed to fund our pro rata share of a capital call sufficient to retire Metropolis' local debt facility, which had an outstanding principal amount of Chilean pesos 34 billion (\$55,838,000) at September 30, 2004. On October 25, 2004, the Chilean anti-trust tribunal, which we refer to as the Tribunal, approved a potential combination of VTR with Metropolis, subject to certain conditions. The decision of the Tribunal has been appealed to Chile's Supreme Court by parties opposing the possible combination of VTR and Metropolis (the Appeal). UGC, CristalChile and we are (i) reviewing in detail the conditions imposed by the Tribunal, (ii) monitoring the Appeal, and (iii) engaging in discussions regarding the terms of the potential combination of VTR and Metropolis. The terms of any such combination are subject to review and approval by a committee of UGC's independent directors.

On May 20, 2004, we acquired all of the issued and outstanding ordinary shares of PHL for 2,000,000 (\$2,386,000 at May 20, 2004). PHL, through its subsidiary Chorus Communications Limited, owns and operates broadband communications systems in Ireland. In connection with this acquisition, we loaned an aggregate of 75,000,000 (\$89,475,000 as of May 20, 2004) to PHL. The proceeds from such loan were used by PHL to discharge liabilities pursuant to a debt restructuring plan and to provide funds for capital expenditures and working capital. We have committed to loan up to an additional 14,500,000 (\$18,032,000) to PHL, of which 4,500,000 (\$5,596,000) had been loaned as of September 30, 2004.

At September 30, 2004, we owned certain debt of CPE and one of its two indirect majority-owned entities that collectively own a non-controlling ownership interest in Telenet. Subsequent to September 30, 2004, we entered into an agreement to restructure our indirect investment in Telenet that will, if consummated, result in a net increase in our cash investment in Telenet of approximately \$22 million. For additional information, see note 18 to the accompanying September 30, 2004 condensed consolidated financial statements.

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As a result of the termination by Argentina of its decade-old currency peg in late 2001, Cablevision (consistent with other Argentine issuers) stopped servicing its U.S. dollar denominated debt in 2002, which it is currently seeking to restructure pursuant to an out of court reorganization agreement. That agreement has been submitted to Cablevision's creditors for their consent, and a petition for its approval has been filed by Cablevision with a commercial court in Buenos Aires under Argentina's bankruptcy laws. If the restructuring is approved in its current form, we would contribute to Cablevision \$27,500,000, for which we would receive, after giving effect to a capital reduction pertaining to the current shareholders of Cablevision (including the entity in which Liberty has a 78.2% economic interest), approximately 40.0% of the equity of the restructured Cablevision. The proceeds of our cash contribution would be distributed as part of the consideration being offered to Cablevision's creditors. No assurance can be given as to whether Cablevision's restructuring plan will be accepted by the court. Subsequent to September 30, 2004, we entered into an agreement, which, if consummated, would eliminate our rights and obligations under the restructuring agreement in exchange for cash consideration of approximately \$40.5 million.

Subsidiary Liquidity

UGC. At September 30, 2004, UGC held cash and cash equivalents of \$981,638,000 and short-term liquid investments of \$111,536,000. In addition to its cash and cash equivalents and its short-term liquid investments, UGC's sources of liquidity include borrowing availability under its existing credit facilities and its operating cash flow.

UGC completed a rights offering in February 2004 and received net cash proceeds of \$1.02 billion. As a holder of UGC Class A, Class B and Class C Common Stock, we participated in the rights offering and exercised our rights to purchase 90.7 million shares for a total cash purchase price of \$544,250,000.

On April 6, 2004, UGC completed the offering and sale of 500 million (\$622 million) UGC Convertible Notes. Interest is payable semi-annually on April 15 and October 15 of each year, beginning October 15, 2004. The UGC Convertible Notes are senior unsecured obligations that rank equally in right of payment with all of UGC's existing and future senior unsecured obligations and ranks senior in right of payment to all of UGC's existing and future subordinated indebtedness. The UGC Convertible Notes are effectively subordinated to all existing and future indebtedness and other obligations or UGC's subsidiaries. The UGC Convertible Notes will be convertible into shares of UGC Class A Common Stock at an initial conversion price of 9.7561 per share, which was equivalent to a conversion price of \$12.00 per share on the date of issue, representing a conversion rate of 102.5 shares per 1,000 principal amount of the UGC Convertible Notes. On or after April 20, 2011, UGC has the right to redeem the UGC Convertible Notes, in whole or in part, at a redemption price in euros equal to 100% of the principal amount, together with accrued and unpaid interest. On April 15, 2011, April 15, 2014, and April 15, 2019, holders have a right to tender all or part of their UGC Convertible Notes to UGC for purchase in euros at 100% of the principal amount, plus accrued and unpaid interest. Holders may also similarly tender their UGC Convertible Notes to UGC in the event of a change in control, as defined in the related indenture. Holders may surrender their UGC Convertible Notes for conversion prior to maturity only if certain conditions are met.

At September 30, 2004, UGC's debt includes \$3,495 million borrowed by a subsidiary of UPC pursuant to the UPC Distribution Bank Facility, the 500 million (\$622 million) UGC Convertible Notes and certain other borrowings. The UPC Distribution Bank Facility, as refinanced in June 2004, provides for euro denominated borrowings by a UPC subsidiary under four different facilities aggregating 3,044 million (\$3,786 million) and U.S. dollar denominated borrowings under a fifth facility aggregating \$345,763,000. At September 30, 2004, the aggregate availability under the UPC Distribution Facility was 511,750,000 (636,426,000). The UPC Distribution Bank Facility (i) provides for a commitment fee of 0.5% of unused borrowing availability, (ii) is secured by the assets of most of UPC's majority-owned European cable operating companies and is senior to other long-term obligations of UPC and (iii) contains certain financial covenants and restrictions on UPC's subsidiaries regarding payment of dividends, ability to incur additional indebtedness, disposition of assets, mergers and affiliated transactions. The weighted average interest rate on borrowings under the UPC Distribution Bank Facility was 6.2% for the nine months ended September 30, 2004. For additional information concerning the UPC Distribution Bank Facility, see note 11 to the accompanying September 30, 2004 condensed consolidated financial statements.

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On July 1, 2004, UPC Broadband France, an indirect wholly-owned subsidiary of UGC and the owner of UGC's French cable television operations, acquired Noos, from Suez. The preliminary purchase price for a 100% interest in Noos was approximately 623,450,000 (\$758,547,000 at July 1, 2004), consisting of 529,929,000 (\$644,761,000 at July 1, 2004) in cash, a 19.9% equity interest in UPC Broadband France valued at approximately 85,000,000 (\$103,419,000 at July 1, 2004) and 8,521,000 (\$10,367,000 at July 1, 2004) in direct acquisition costs. The preliminary purchase price and the value assigned to the 19.9% interest in UPC Broadband France are subject to a review of certain historical financial information of Noos and UPC Broadband France. In this regard, 100,000,000 (\$121,669,000) of the cash consideration is being held in escrow pending final determination of the purchase price. For additional information, see note 5 to the accompanying September 30, 2004 condensed consolidated financial statements.

Suez's 19.9% equity interest in UPC Broadband France consists of 85.0 million shares of Class B common stock of UPC Broadband France (the UPC Broadband France Class B Shares). Subject to the terms of a call option agreement, UPC France, the parent company of UPC Broadband France, has the right through June 30, 2005 to purchase from Suez all of the UPC Broadband France Class B Shares for 85,000,000 (\$105,706,000), subject to adjustment, plus interest. The purchase price for the UPC Broadband France Class B Shares may be paid in cash, UGC Class A Common Stock or LMI Series A Common Stock. Subject to the terms of a put option, Suez may require UPC France to purchase the UPC Broadband France Class B Shares at specific times prior to or after the third, fourth or fifth anniversaries of the purchase date. UPC France will be required to pay the then fair market value, payable in cash or marketable securities, for the UPC Broadband France Class B Shares or assist Suez in obtaining an offer to purchase the UPC Broadband France Class B Shares. UPC France also has the option to purchase the UPC Broadband France Class B Shares from Suez shortly after the third, fourth or fifth anniversaries of the purchase date at the then fair market value in cash or marketable securities.

During the third quarter of 2004, UGC's Board of Directors authorized a \$100 million share repurchase program. As of September 30, 2004, UGC had repurchased 787,391 shares of UGC Class A common stock. UGC may use its cash to make further purchases from time to time in the open market or in private transactions, subject to market conditions.

Management of UGC believes that they will be able to meet their current and long-term liquidity, acquisition and capital needs through their existing cash, operating cash flow and available borrowings under their existing credit facilities. However, to the extent that UGC management plans to grow their business through acquisitions, UGC management believes that they will need additional sources of financing, most likely to come from the capital markets in the form of debt or equity financing or a combination of both.

Other Subsidiaries. Puerto Rico Cable and Pramer generally fund their own investing and financing activities with cash from operations and bank borrowings, as necessary. Due to covenants in their respective loan agreements, we generally are not entitled to the cash resources or cash generated by operating activities of these two consolidated subsidiaries. Another subsidiary of our company posts cash collateral equal to the outstanding borrowings under the Puerto Rico Cable bank facility (\$50,000,000 at September 30, 2004). At September 30, 2004, Pramer's U.S. dollar denominated bank borrowings aggregated \$12,391,000. During 2002, following the devaluation of the Argentine peso, Pramer failed to make certain required payments due under its bank credit facility. Since that time, Pramer has been in technical default under its bank credit facility. However, the bank lenders have not provided notice of default or requested acceleration of the payments due under the facility. Pramer and the banks are negotiating the refinancing of this credit facility and all amounts due under this facility are classified as current in the accompanying September 30, 2004 condensed consolidated balance sheets.

Historical Cash Flows

Due to the fact that we began consolidating UGC on January 1, 2004, our cash flows for the nine months ended September 30, 2004 are not comparable to the cash flows for the nine months ended September 30, 2003. Accordingly, the following discussion focuses on the cash flows for the nine months ended September 30, 2004. During the nine months ended September 30, 2004, the cash provided by our operating activities was \$511,855,000. This amount is lower than our operating cash flow for the period of \$655,236,000 due to cash paid for interest (net of

interest and dividends received) and changes in working capital items. During the nine months
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ended September 30, 2004, the cash used by our investing activities was \$874,998,000. Such amount includes net cash paid for acquisitions of \$428,156,000 and capital expenditures of \$325,262,000. During the nine months ended September 30, 2004, the cash provided by our financing activities was \$2,100,638,000. Such amount includes net proceeds of \$735,661,000 from the LMI Rights Offering, contributions from Liberty of \$704,250,000, net proceeds received on a consolidated basis from the issuance of stock by subsidiaries of \$486,457,000, and net borrowings of debt of \$235,758,000.

We define free cash flow as cash provided by operating activities less capital expenditures. We believe our presentation of free cash flow provides useful information to investors because it can be used to measure our ability to service debt and fund new investment opportunities. Free cash flow is not a GAAP measurement of liquidity and investors should view free cash flow as a supplement to, and not a substitute for, GAAP cash flows from operating, investing, and financing activities. Our free cash flow for the nine months ended September 30, 2004 was \$186,593,000.

During the nine months ended September 30, 2003, cash contributions from Liberty funded most of the \$413,322,000 that was invested in and loaned to our affiliates, principally J-COM.

Our cash flows are subject to variations based on foreign currency exchange rates. See related discussion under Quantitative and Qualitative Disclosures about Market Risk below.

Off Balance Sheet Arrangements and Aggregate Contractual Obligations***Off Balance Sheet Arrangements***

At September 30, 2004, Liberty guaranteed ¥13,620,821,000 (\$123,814,000) of the bank debt of J-COM, an equity affiliate that provides broadband services in Japan. Liberty's guarantees expire as the underlying debt matures and is repaid. The debt maturity dates range from 2004 to 2019. In connection with the spin off, we have agreed to indemnify Liberty for any amounts it is required to fund under these arrangements.

At September 30, 2004, we had severally guaranteed certain transponder and equipment lease obligations of Sky Latin America aggregating \$92,950,000 and \$3,407,000, respectively. Such amounts were not reflected in our condensed consolidated balance sheet at September 30, 2004. In connection with the execution of certain transactions and agreements subsequent to September 30, 2004, our guarantees of the obligations under these transponder leases were terminated and our guarantees of the obligations under these equipment leases will be terminated no later than December 31, 2004. See related discussion above.

We have contingent liabilities related to legal and tax proceedings and other matters arising in the ordinary course of business. Although it is reasonably possible we may incur losses upon conclusion of such matters, an estimate of any loss or range of loss cannot be made. In the opinion of management, it is expected that amounts, if any, which may be required to satisfy such contingencies will not be material in relation to the accompanying September 30, 2004 condensed consolidated financial statements.

Contractual Commitments

Information concerning the amount and timing of our consolidated contractual commitments as of September 30, 2004 are as follows (amounts in thousands):

Payments Due During Periods Ended September 30,

	2005	2006-2007	2008-2009	Thereafter	Total
Debt	\$ 90,052	\$ 1,018,076	\$ 2,587,764	\$ 652,970	\$ 4,348,862
Operating lease obligations	91,435	106,455	76,486	126,114	400,490
Programming commitments	76,567	62,407	31,932	18,301	189,207
Other commitments	112,542	22,725	11,434	15,812	162,513
Total contractual payments	\$ 370,596	\$ 1,209,663	\$ 2,707,616	\$ 813,197	\$ 5,101,072

Table of Contents**Critical Accounting Policies, Judgments and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our September 30, 2004 condensed consolidated financial statements and our December 31, 2003 combined financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements required us to make estimates and assumptions that affected the reported amounts of assets and liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions. Critical accounting policies are defined as those policies that are reflective of significant judgments and uncertainties, which would potentially result in materially different results under different assumptions and conditions. We believe our judgments and related estimates associated with the carrying value of our investments, the carrying value of our long-lived assets, the valuation of our acquisition related assets and liabilities, and the valuation of our deferred tax assets to be critical in the preparation of our consolidated financial statements. These accounting estimates or assumptions are critical because of the levels of judgment necessary to account for matters that are inherently uncertain or highly susceptible to change. Additionally, with respect to the three and nine months ended September 30, 2004, we believe our judgment and related estimates associated with the consolidation of Old UGC while in Chapter 11 bankruptcy proceedings to be critical in the preparation of the accompanying September 30, 2004 condensed consolidated financial statements.

Carrying Value of Investments. Our cost and equity method investments comprised 13% and 49%, respectively, of our total assets at December 31, 2003 and 7% and 41%, respectively, at December 31, 2002. We account for these investments pursuant to Statement of Financial Accounting Standards No. 115, Statement of Financial Accounting Standards No. 142 and Accounting Principles Board Opinion No. 18. These accounting principles require us to periodically evaluate our investments to determine if decreases in fair value below our cost bases are other than temporary or nontemporary. If a decline in fair value is determined to be nontemporary, we are required to reflect such decline in our statement of operations. Nontemporary declines in fair value of cost investments are recognized on a separate line in our combined statement of operations, and nontemporary declines in fair value of equity method investments are included in share of losses of affiliates in our combined statement of operations.

The primary factors we consider in our determination of whether declines in fair value are nontemporary are the length of time that the fair value of the investment is below our carrying value; and the financial condition, operating performance and near term prospects of the investee. In addition, we consider the reason for the decline in fair value, be it general market conditions, industry specific or investee specific; analysts' ratings and estimates of 12 month share price targets for the investee; changes in stock price or valuation subsequent to the balance sheet date; and our intent and ability to hold the investment for a period of time sufficient to allow for recovery in fair value. Fair value of our publicly traded investments is based on the market price of the security at the balance sheet date. We estimate the fair value of our other cost investments using a variety of methodologies, including cash flow multiples, per subscriber values, or values of comparable public or private businesses. As our assessment of the fair value of our investments and any resulting impairment losses requires a high degree of judgment and includes significant estimates and assumptions, actual results could differ materially from our estimates and assumptions.

Our evaluation of the fair value of our investments and any resulting impairment charges are determined as of the most recent balance sheet date. Changes in fair value subsequent to the balance sheet date due to the factors described above are possible. Subsequent decreases in fair value will be recognized in our combined statement of operations in the period in which they occur to the extent such decreases are deemed to be nontemporary. Subsequent increases in fair value will be recognized in our combined statement of operations only upon our ultimate disposition of the investment.

Carrying Value of Long-lived Assets. Our property and equipment, intangible assets and goodwill (collectively, long-lived assets) also comprise a significant portion of our total assets at December 31, 2003 and 2002. We account for our long-lived assets pursuant to Statement of Financial Accounting Standards No. 142 and Statement of Financial Accounting Standards No. 144. These accounting standards require that we periodically, and upon the occurrence of certain triggering events, assess the recoverability of our long-lived

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assets. If the carrying value of our long-lived assets exceeds their estimated fair value, we are required to write the carrying value down to fair value. Any such writedown is included in impairment of long-lived assets in our combined statement of operations. A high degree of judgment is required to estimate the fair value of our long-lived assets. We may use quoted market prices, prices for similar assets, present value techniques and other valuation techniques to prepare these estimates. We may need to make estimates of future cash flows and discount rates as well as other assumptions in order to implement these valuation techniques. Accordingly, any value ultimately derived from our long-lived assets may differ from our estimate of fair value.

In connection with our 2002 annual evaluation of the carrying value of our enterprise-level goodwill, we estimated the fair value of our equity method investments and compared such estimated fair value to the carrying value of our equity method investments including any allocated enterprise-level goodwill. As a result of increased competition, losses in subscribers and a decrease in operating income in 2002, we determined that our carrying value exceeded the estimated fair value for Metr polis-Intercom, which fair value was based on a per-subscriber valuation. Accordingly, we recorded a nontemporary decline in value of \$66,555,000 related to our investment balance, which is included in share of losses of affiliates for the year ended December 31, 2002 and an impairment of long-lived assets of \$39,000,000 related to the allocated enterprise-level goodwill for Metr polis-Intercom.

In 2002, we also determined that our carrying value for Torneos, including allocated enterprise-level goodwill, exceeded its estimated fair value due to the economic crisis in Argentina and the devaluation of the Argentine peso. Accordingly, we recorded an impairment of long-lived assets of \$5,000,000 related to the allocated enterprise-level goodwill for Torneos.

In December 2001, we determined that our carrying value for Pramer exceeded its estimated fair value as a result of the devaluation of the Argentine peso. Accordingly, we recorded a \$52,775,000 impairment of goodwill. Also, in 2001 we determined that a loan in the amount of \$21,312,000 was not collectible. Accordingly, we wrote the note receivable off and recorded a charge that is included in impairment of long-lived assets. In connection with our acquisition of Pramer in 1998, we acquired intangible assets for Cablevisi n, an Argentine cable company. Cablevisi n had the right to purchase the intangible assets from us for \$25,000,000, \$8,000,000 of which Cablevisi n funded at the time of the Pramer acquisition. We accounted for the intangible assets as assets held for sale and recorded no amortization for them. In 2001, due to the economic crisis in Argentina, we determined that Cablevisi n would be unable to fund the remaining \$17,000,000 and recorded an impairment of long-lived assets.

Fair Value of Acquisition Related Assets and Liabilities. We allocate the purchase price of acquired companies or acquisitions of non-controlling equity (minority) interests of a subsidiary to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. In determining fair value, management is required to make estimates and assumptions that affect the recorded amounts. To assist in this process, third party valuation specialists are engaged to value certain of these assets and liabilities. Estimates used in valuing acquired assets and liabilities include, but are not limited to, expected future cash flows, market comparables and appropriate discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain.

Income Taxes. We are required to estimate the amount of tax payable or refundable for the current year and the deferred income tax liabilities and assets for the future tax consequences of events that have been reflected in our financial statements or tax returns for each taxing jurisdiction in which we operate. This process requires our management to make assessments regarding the timing and probability of the ultimate tax impact. We record valuation allowances on deferred tax assets to reflect the expected realizable future tax benefits. Actual income taxes could vary from these estimates due to future changes in income tax law, significant changes in the jurisdictions in which we operate, our inability to generate sufficient future taxable income or unpredicted results from the final determination of each year's liability by taxing authorities. These changes could have a significant impact on our financial position. Establishing a tax valuation allowance requires us to make assessments about the timing of future events, including the probability of expected future taxable income and available tax planning opportunities. Actual performance versus these estimates could have a material effect on the realization of tax

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benefits as reported in our results of operations. Our assumptions require significant judgment because actual performance has fluctuated in the past and may continue to do so.

Consolidation of Old UGC. Old UGC is a wholly-owned subsidiary of UGC that owns VTR and an interest in Austar United. Old UGC filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York on January 12, 2004. We continue to consolidate the financial position and results of operations of Old UGC while in bankruptcy, for the following primary reasons:

UGC is the sole shareholder and majority creditor of Old UGC (direct and indirect holder of 98% of the Old UGC Senior Notes);

UGC negotiated a restructuring agreement that provides for it to continue to be Old UGC's controlling equity holder upon Old UGC's emergence from bankruptcy; and

The bankruptcy proceedings are expected to be completed in less than one year.

For additional information, see note 12 to the September 30, 2004 condensed consolidated financial statements included elsewhere herein.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the normal course of our business operations due to our investments in various foreign countries and ongoing investing and financial activities. Market risk refers to the risk of loss arising from adverse changes in foreign currency exchange rates, interest rates and stock prices. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies, procedures and internal processes governing our management of market risks and the use of financial instruments to manage our exposure to such risks.

Investment Portfolio

We invest our cash in liquid instruments that meet high credit quality standards and generally have maturities at the date of purchase of less than three months. UGC is exposed to exchange rate risk with respect to \$556,036,000 of cash it has invested in currencies other than the U.S. dollar. Of this amount, \$537,225,000 is denominated in euros, the majority of which is expected to be used for acquisitions and other euro-denominated commitments.

We are also exposed to equity price fluctuations related to our investments in equity securities. At September 30, 2004, the aggregate carrying value of our equity method and available-for-sale investments that was subject to price risk was \$1,278,345,000. For additional information concerning our available-for-sale investments, see note 8 to the accompanying September 30, 2004 condensed consolidated financial statements.

Foreign Currency Risk

We are exposed to unfavorable and potentially volatile fluctuations of the U.S. dollar (our functional currency) against the currencies of our operating subsidiaries and affiliates. Because our functional currency is the U.S. dollar, any increase (decrease) in the value of the U.S. dollar against any foreign currency in which we have funding commitments effectively reduces (increases) the U.S. dollar equivalent of such funding commitments. At the same time, any increase (decrease) in the value of the U.S. dollar against any foreign currency that is the functional currency of one of our operating subsidiaries or affiliates will cause us to experience unrealized foreign currency translation losses (gains) with respect to amounts already invested in such foreign currencies. We and our operating subsidiaries and affiliates are also exposed to foreign currency risk to the extent that we enter into transactions denominated in currencies other than our respective functional currencies.

We generally do not hedge our foreign currency exchange risk because of the long-term nature of our interests in foreign affiliates. However, in order to reduce our foreign currency exchange risk related to our investment in J-COM, we have entered into collar agreements with respect to ¥30 billion (\$272,702,000). These collar agreements have a weighted average remaining term of approximately 4 months, an average call price of

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¥106/ U.S. dollar and an average put price of ¥112/ U.S. dollar. We had also entered into forward sales contracts with respect to the Japanese yen. During the second quarter of 2004, we paid \$10,593,000 to settle our yen forward sales contracts. As a result, we had no yen forward sales contracts outstanding at September 30, 2004.

We are also exposed to foreign exchange rate fluctuations related to our operating subsidiaries' monetary assets and liabilities and the financial results of foreign subsidiaries when their respective financial statements are translated into U.S. dollars during consolidation. Assets and liabilities of foreign subsidiaries for which the functional currency is the local currency are translated at period-end exchange rates and the statements of operations are translated at actual exchange rates when known, or at the average exchange rate for the period. Exchange rate fluctuations on translating foreign currency financial statements into U.S. dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are recorded in accumulated other comprehensive income (loss) as a separate component of equity. Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains and losses, which are reflected in income as unrealized (based on period-end translations) or realized upon settlement of the transactions. Cash flows from operations in foreign countries are translated at actual exchange rates when known, or at the average rate for the period. Certain items, such as investments in debt and equity securities of foreign subsidiaries, equipment purchases, programming costs, notes payable and notes receivable (including intercompany amounts) and certain other charges are denominated in a currency other than the respective company's functional currency, which results in foreign exchange gains and losses recorded in the September 30, 2004 condensed consolidated statements of operations. Accordingly, we may experience economic loss and a negative impact on earnings and equity with respect to our holdings solely as a result of foreign currency exchange rate fluctuations. Our primary exposure is currently to the euro as over 50% of our U.S. dollar revenue was derived from countries where the euro is the functional currency. In addition, our operating results are also significantly impacted by changes in the exchange rates for the Japanese yen, Chilean peso and, to a lesser degree, other local currencies in Europe. The relationship between the euro, Japanese yen and Chilean peso and the U.S. dollar, which is our reporting currency, is shown below, per one U.S. dollar:

	Spot rate		
	Euro	Japanese Yen	Chilean Peso
September 30, 2004	.8041	110.01	608.90
December 31, 2003	.7933	107.37	593.80
September 30, 2003	.8564	111.47	660.97
	Average rate		
	Euro	Japanese Yen	Chilean Peso
Nine months ended:			
September 30, 2004	.8154	108.56	614.70
September 30, 2003	.8969	118.19	709.77

Inflation and Foreign Investment Risk

Certain of our operating companies operate in countries where the rate of inflation is higher than that in the United States. While our affiliated companies attempt to increase their subscription rates to offset increases in operating costs, there is no assurance that they will be able to do so. Therefore, operating costs may rise faster than associated revenue,

resulting in a material negative impact on reported earnings. We are also impacted by inflationary increases in salaries, wages, benefits and other administrative costs, the effects of which to date have not been material. Our foreign operating companies are all directly affected by their respective countries' government, economic, fiscal and monetary policies and other political factors.

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Table of Contents***Interest Rate Risks***

We are exposed to changes in interest rates primarily as a result of our borrowing and investment activities, which include fixed and floating rate investments and borrowings by our operating subsidiaries used to maintain liquidity and fund their respective business operations. The nature and amount of our long-term and short-term debt are expected to vary as a result of future requirements, market conditions and other factors. Our primary exposure to variable rate debt is through the EURIBOR-indexed and LIBOR-indexed debt of UGC. UGC maintains a mix of fixed and variable rate debt and enters into various derivative transactions pursuant to UGC's policies to manage exposure to movements in interest rates. UGC monitors its interest rate risk exposures using techniques including market value and sensitivity analyses. UGC manages the credit risks associated with its derivative financial instruments through the evaluation and monitoring of the creditworthiness of the counterparties. Although the counterparties may expose UGC to losses in the event of nonperformance, UGC does not expect such losses, if any, to be significant. UGC uses interest rate exchange agreements to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal amount. UGC uses interest rate cap agreements to lock in a maximum interest rate should variable rates rise, but enable it to otherwise pay lower market rates.

During the first and second quarters of 2004, UGC purchased interest rate caps for approximately \$21,442,000 that capped the variable interest rate on notional amounts totaling 2.25 billion to 2.6 billion (\$2.8 billion to \$3.2 billion) at 3% and 4% for 2005 and 2006, respectively. During the first quarter of 2003, UGC purchased an interest rate cap that capped the variable interest rate at 3% on a notional amount of 2.7 billion (\$3.4 billion) for 2003 and 2004. UGC has also entered into a cross currency and interest rate swap pursuant to which a notional amount of \$347,500,000 was swapped at an average rate of 1.13 per U.S. dollar until July 2005, with the interest rate capped at 2.35%. At September 30, 2004, the fair value of the interest rate swap derivative contracts was a 31,053,000 (\$38,618,000) liability and the fair value of the interest rate cap derivative contracts was a 4,344,000 (\$5,402,000) asset.

For the nine months ended September 30, 2004, the weighted-average interest rate on our variable rate indebtedness was 6.2%. If market interest rates had been higher by 50 basis points during this period, our consolidated interest expense would have increased by approximately \$14 million for the nine months ended September 30, 2004.

Derivative Instruments

We have entered into total return debt swaps in connection with (i) bank debt of a subsidiary of UPC, and (ii) public debt of Cablevision. Under the total return debt swaps, a counterparty purchases a specified amount of the underlying debt security for the benefit of our company. We have posted collateral with the counterparties equal to 30% of the counterparty's purchase price for the purchased indebtedness of the UPC subsidiary and 90% of the counterparty's purchase price for the purchased indebtedness of Cablevision. We record a derivative asset equal to the posted collateral and such asset is included in other assets in the accompanying September 30, 2004 condensed consolidated balance sheets. We earn interest income based upon the face amount and stated interest rate of the underlying debt securities, and pay interest expense at market rates on the amount funded by the counterparty. In the event the fair value of the underlying purchased indebtedness of the UPC subsidiary declines by 10% or more, we are required to post cash collateral for the decline, and we record an unrealized loss on derivative instruments. The cash collateral related to the UPC subsidiary indebtedness is further adjusted up or down for subsequent changes in the fair value of the underlying indebtedness or for foreign currency exchange rate movements involving the euro and U.S. dollar. At September 30, 2004, the aggregate purchase price of debt securities underlying our total return debt swap arrangements involving the indebtedness of the UPC subsidiary and Cablevision was \$121,738,000. As of such date, we had posted cash collateral equal to \$49,661,000. In the event the fair value of the purchased debt securities were to fall to zero, we would be required to post additional cash collateral of \$72,077,000. In addition, the aggregate principal amount of the UPC subsidiary indebtedness that is the subject of our total return debt swaps was approximately \$108,904,000 at September 30, 2004. Accordingly, if at September 30, 2004, we had acquired the UPC subsidiary indebtedness pursuant to the total return swaps, our consolidated indebtedness at September 30, 2004 would have been reduced by \$108,904,000. Subsequent to September 30, 2004, the counterparty to the Cablevision total return debt swap, with our consent,

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entered into a participation agreement with a third party, which, if consummated, would result in the termination of our liability under this debt swap and the return of our collateral.

Prior to the spin off, Liberty contributed to our company 10,000,000 shares of News Corp. Class A Common Stock, together with a related variable forward transaction. The forward, which expires on September 17, 2009, provides (i) us with the right to effectively require the counterparty to buy 10,000,000 News Corp. Class A Common Stock at a price of \$15.72 per share, or an aggregate price of \$157,200,000, which we refer to as the Floor Price, and (ii) the counterparty with the effective right to require us to sell 10,000,000 shares of News Corp. Class A Common Stock at a price of \$26.19 per share. The fair value of the forward was a \$12,255,000 asset at September 30, 2004. At any time during the term of the forward, we can require the counterparty to advance the full Floor Price. Provided we do not draw an aggregate amount in excess of the present value of the Floor Price, as determined in accordance with the forward, we may elect to draw such amounts on a discounted or undiscounted basis. As long as the aggregate advances are not in excess of the present value of the Floor Price, undiscounted advances will bear interest at prevailing three-month LIBOR and discounted advances will not bear interest. Amounts advanced up to the present value of the Floor Price are secured by the underlying shares of News Corp. Class A Common Stock. If we elect to draw amounts in excess of the present value of the Floor Price, those amounts will be unsecured and will bear interest at a negotiated interest rate. During the third quarter of 2004, we received undiscounted advances aggregating \$126,000,000 under the forward. Such advances were subsequently repaid during the quarter.

Credit Risk

In addition to the risks described above, we are also exposed to the risk that our counterparties will default on their obligations to us under the above-described derivative instruments. Based on our assessment of the credit worthiness of the counterparties, we do not anticipate any such default.

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**APPENDIX A: INFORMATION CONCERNING LIBERTY MEDIA INTERNATIONAL, INC.
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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

	September 30, 2004	December 31, 2003
(Amounts in thousands)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,738,730	\$ 12,753
Restricted cash	23,367	
Short-term liquid investments	111,536	
Trade and other receivables, net	232,223	15,130
Other current assets	168,579	16,453
Total current assets	2,274,435	44,336
Investments in affiliates, accounted for using the equity method, and related receivables (note 7)	1,940,372	1,740,552
Other investments (note 8)	1,068,734	450,134
Property and equipment, at cost	4,658,036	128,013
Accumulated depreciation	(685,263)	(30,436)
	3,972,773	97,577
Intangible assets not subject to amortization:		
Goodwill (note 9)	2,592,138	525,576
Franchise rights and other	224,866	163,450
	2,817,004	689,026
Intangible assets subject to amortization, net (note 9)	367,422	4,504
Deferred income tax assets	12,511	583,945
Other assets, net	177,341	76,963
Total assets	\$ 12,630,592	\$ 3,687,037

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
CONDENSED CONSOLIDATED BALANCE SHEETS (Continued)
(unaudited)

**September 30,
2004**

**December 31,
2003**

(Amounts in thousands)

LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 258,912	\$ 20,629
Accrued liabilities	465,502	13,532
Subscriber advance payments and deposits	305,978	283
Current portion of accrued stock-based compensation	19,078	15,052
Derivative instruments (note 10)	39,102	21,010
Current portion of debt payable (note 11)	90,052	12,426
Current portion of deferred tax liability	110,583	
Total current liabilities	1,289,207	82,932
Long-term debt (note 11)	4,258,810	41,700
Deferred income tax liabilities	453,194	135,811
Other long-term liabilities	328,795	7,948
Total liabilities	6,330,006	268,391
Commitments and contingencies (note 15)		
Minority interests in subsidiaries	1,117,032	78
Stockholders Equity:		
Series A common stock, \$.01 par value. Authorized 500,000,000 shares; issued and outstanding 168,163,767 shares at September 30, 2004	1,682	
Series B common stock, \$.01 par value. Authorized 50,000,000 shares; issued and outstanding 7,264,300 shares at September 30, 2004	73	
Series C common stock, \$.01 par value. Authorized 500,000,000 shares; no shares issued at September 30, 2004		
Additional paid-in capital	6,956,349	
Accumulated deficit	(1,641,575)	(1,630,949)
Accumulated other comprehensive loss, net of taxes	(132,975)	(46,566)
Parent's investment		5,096,083
Total stockholders' equity	5,183,554	3,418,568
Total liabilities and stockholders' equity	\$ 12,630,592	\$ 3,687,037

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

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LIBERTY MEDIA INTERNATIONAL, INC.
(See Note 1)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2004	2003	2004	2003
(Amounts in thousands, except per share amounts)				
Revenue	\$ 708,807	\$ 27,951	\$ 1,865,769	\$ 80,416
Operating costs and expenses:				
Operating (other than depreciation)	280,898	13,140	728,423	36,725
Selling, general and administrative (SG&A) (note 13)	176,154	10,451	482,110	29,898
Stock-based compensation charges (credits) primarily SG&A (note 6)	13,377	(993)	66,120	(323)
Depreciation and amortization	253,615	3,808	696,624	11,139
Impairment of long-lived assets (note 9)	26,000		42,623	
Restructuring charges (note 16)	1,824		10,749	
	751,868	26,406	2,026,649	77,439
Operating income (loss)	(43,061)	1,545	(160,880)	2,977
Other income (expense):				
Interest expense	(61,443)	(10)	(209,801)	(1,374)
Interest and dividend income	18,849	6,317	44,043	18,182
Share of earnings of affiliates, net (note 7)	15,673	7,990	54,518	10,833
Realized and unrealized gains (losses) on derivative instruments, net (note 10)	1,193	(4,410)	16,218	16,016
Foreign currency transaction gains (losses), net	21,888	463	(7,015)	4,654
Gain on exchange of investment securities (note 8)	168,301		168,301	
Other-than-temporary declines in fair values of investments (note 8)	(12,429)	(1,200)	(15,115)	(5,612)
Gain on extinguishment of debt (note 11)			35,787	
Gains (losses) on disposition of assets, net (notes 7 and 8)	(12,092)	(111)	12,632	3,847
Other income (expense), net	(2,285)	(207)	(9,088)	2,800
	137,655	8,832	90,480	49,346
Earnings (loss) before income taxes and minority interests	94,594	10,377	(70,400)	52,323

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Income tax expense	(56,634)	(1,362)	(91,027)	(25,999)
Minority interests in losses of subsidiaries	36,405	36	150,801	28
Net earnings (loss)	\$ 74,365	\$ 9,051	\$ (10,626)	\$ 26,352
Historical and pro forma earnings (loss) per common share (note 4):				
Basic and diluted	\$ 0.44	\$ 0.06	\$ (0.07)	\$ 0.17

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

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LIBERTY MEDIA INTERNATIONAL, INC.
(See Note 1)
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Amounts in thousands)			
Net earnings (loss)	\$ 74,365	\$ 9,051	\$ (10,626)	\$ 26,352
Other comprehensive earnings (loss), net of taxes:				
Foreign currency translation adjustments	22,971	63,682	(18,331)	62,707
Reclassification adjustment for foreign currency translation gains included in net earnings (loss) (note 7)			(143)	(28)
Unrealized gains (losses) on available-for-sale securities	(15,458)	47,246	(29,636)	73,580
Reclassification adjustment for net gains on available-for-sale securities included in net earnings (loss) (note 8)	(89,281)		(89,281)	
Other comprehensive earnings (loss)	(81,768)	110,928	(137,391)	136,259
Comprehensive earnings (loss)	\$ (7,403)	\$ 119,979	\$ (148,017)	\$ 162,611

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

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY
(unaudited)

Nine Months Ended September 30, 2004

	Common Stock		Additional	Accumulated	Accumulated	Parent s	Total
	Series A	Series B	Paid-in	Deficit	Other Comprehensive Earnings (Loss), Net of Taxes	Investment	Stockholders Equity
	Series C	Capital					
(Amounts in thousands)							
Balance at January 1, 2004	\$	\$	\$	\$	\$ (1,630,949)	\$ (46,566)	\$ 3,418,568
Net loss					(10,626)		(10,626)
Other comprehensive loss					(137,391)		(137,391)
Intercompany tax allocation						6,133	6,133
Allocation of corporate overhead (note 13)						9,357	9,357
Issuance of Liberty Media Corporation common stock in acquisition (note 5)						152,122	152,122
Contribution of cash, investments and other net liabilities in connection with spin off (note 2)					50,982	304,578	355,560
Assumption by Liberty Media Corporation of obligation for stock appreciation rights in connection with spin off (note 2)						5,763	5,763

Adjustment due to issuance of stock by subsidiaries and affiliates, net of taxes			(6,241)		1,025	(5,216)
Net cash transfers from parent					654,250	654,250
Change in capitalization in connection with spin off (note 2)	1,399	61	6,227,851		(6,229,311)	
Common stock issued in rights offering (note 3)	283	12	735,366			735,661
Stock-based compensation, net of taxes (note 6)			(627)			(627)
Balance at September 30, 2004	\$ 1,682	\$ 73	\$ 6,956,349	\$ (1,641,575)	\$ (132,975)	\$ 5,183,554

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

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine Months Ended September 30,	
	2004	2003
	(Amounts in thousands)	
Cash flows from operating activities:		
Net earnings (loss)	\$ (10,626)	\$ 26,352
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Stock-based compensation charges (credits)	66,120	(323)
Depreciation and amortization	696,624	11,139
Impairment of long-lived assets	42,623	
Restructuring charges	10,749	
Amortization of deferred financing costs	13,637	88
Share of earnings of affiliates, net	(54,518)	(10,833)
Realized and unrealized gains on derivative instruments, net	(16,218)	(16,016)
Foreign currency transaction losses (gains), net	7,015	(4,654)
Gain on exchange of investment securities	(168,301)	
Other-than-temporary declines in fair values of investments	15,115	5,612
Gain on extinguishment of debt	(35,787)	
Gains on disposition of assets, net	(12,632)	(3,847)
Deferred income tax expense	59,007	25,898
Minority interests in losses of subsidiaries	(150,801)	(28)
Non-cash charges from Liberty Media Corporation	15,490	5,290
Other noncash items	(1,317)	
Changes in operating assets and liabilities, net of the effects of acquisitions:		
Receivables, prepaids and other	(58,284)	(3,895)
Payables and accruals	93,959	(6,810)
Net cash provided by operating activities	511,855	27,973
Cash flows from investing activities:		
Cash paid for acquisitions, net of cash acquired	(428,156)	
Investments in and loans to affiliates and others	(241,183)	(413,322)
Repayment of amounts loaned to affiliate	129,237	
Cash proceeds received upon redemption of shares by affiliate	27,677	
Purchases of short-term liquid investments	(244,859)	
Proceeds received from sale of short-term liquid investments	135,371	
Capital expended for property and equipment	(325,262)	(17,251)
Net cash received (paid) to purchase or settle derivative instruments	(69,672)	17,998
Proceeds from dispositions of assets	136,273	8,222
Other investing activities, net	5,576	2,370

Net cash used by investing activities	\$	(874,998)	\$	(401,983)
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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(unaudited)

	Nine Months Ended September 30,	
	2004	2003
	(Amounts in thousands)	
Cash flows from financing activities:		
Borrowings of debt	\$ 1,214,534	\$
Repayments of debt	(978,776)	(7,159)
Net proceeds received from rights offering	735,661	
Proceeds from issuance of stock by subsidiaries	486,457	
Contributions from Liberty Media Corporation	704,250	385,529
Deferred financing costs	(58,186)	
Other financing activities, net	(3,302)	
Net cash provided by financing activities	2,100,638	378,370
Effect of exchange rates on cash	(11,518)	536
Net increase in cash and cash equivalents	1,725,977	4,896
Cash and cash equivalents:		
Beginning of period	12,753	5,592
End of period	\$ 1,738,730	\$ 10,488
Cash paid for interest	\$ 231,139	\$ 620
Net cash paid for taxes	\$ 2,504	\$ 1,269

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

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2004
(unaudited)

(1) Basis of Presentation

The accompanying condensed consolidated financial statements of Liberty Media International, Inc. (LMI) include the historical financial information of (i) certain international cable television and programming subsidiaries and assets of Liberty Media Corporation (Liberty), which we collectively refer to as LMC International, for periods prior to the June 7, 2004 consummation of the spin off transaction described in note 2 and (ii) LMI and its consolidated subsidiaries for the period following such date. Upon consummation of the spin off, LMI became the owner of the assets that comprise LMC International. In the following text, we, our, our company and us may refer the context requires, to LMC International (prior to June 7, 2004), LMI and its consolidated subsidiaries (on and subsequent to June 7, 2004) or both.

Our operating subsidiaries and our most significant equity method investments as of September 30, 2004 are set forth below.

Operating subsidiaries:

Liberty Cablevision of Puerto Rico Ltd. (Puerto Rico Cable)
Pramer S.C.A. (Pramer)
Princes Holdings Limited (PHL)
UnitedGlobalCom, Inc. (UGC)

Our most significant subsidiary is UGC, an international broadband communications provider of video, voice, and Internet access services with operations in 11 European countries and three Latin American countries. UGC's largest operating segments are located in The Netherlands, France, Austria and Chile. At September 30, 2004, we owned approximately 417 million shares of UGC common stock, representing an approximate 53% economic interest and a 90% voting interest. As further described in note 5, we began consolidating UGC on January 1, 2004. Prior to that date, we used the equity method to account for our investment in UGC. PHL and Puerto Rico Cable are wholly-owned subsidiaries that own and operate cable television systems in Ireland and Puerto Rico, respectively. As further described in note 5, we acquired PHL during the second quarter of 2004. Pramer is a wholly-owned Argentine programming company that supplies programming services to cable television and direct-to-home (DTH) satellite distributors in Latin America, Spain and some Spanish speaking markets in the United States (U.S.).

Significant equity method investments:

Jupiter Programming Co., Ltd. (JPC)
Jupiter Telecommunications Co., Ltd. (J-COM)

We do not control the decision making process or business management practices of our equity affiliates. Accordingly, we rely on management of these affiliates and their independent auditors to provide us with accurate financial information prepared in accordance with accounting principles generally accepted in the U.S. (GAAP) that we use in the application of the equity method. We are not aware, however, of any errors in or possible misstatements of the financial information provided by our equity affiliates that would have a material effect on our financial statements. For information concerning our equity method investments, see note 7.

The accompanying interim condensed consolidated financial statements are unaudited but, in the opinion of management, reflect all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These condensed consolidated financial statements should be read in conjunction with

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our December 31, 2003 combined financial statements and notes thereto included in our Registration Statement on Form S-1, as amended (File No. 333-116157).

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are used in accounting for, among other things, allowances for uncollectible accounts, deferred income tax valuation allowances, loss contingencies, fair values of financial instruments, asset impairments, useful lives of property and equipment, restructuring accruals and other special items. Actual results could differ from those estimates.

Unless otherwise indicated, convenience translations into U.S. dollars are calculated as of September 30, 2004.

(2) Spin Off Transaction

On June 7, 2004 (the Spin Off Date), our common stock was distributed to Liberty's shareholders in the spin off transaction. In connection with the spin off, holders of Liberty common stock on June 1, 2004 (the Record Date) received in the aggregate 139,921,145 shares of LMI Series A Common Stock for their shares of Liberty Series A Common Stock owned at 5:00 p.m. New York City time on the Record Date and 6,053,173 shares of LMI Series B Common Stock for their shares of Liberty Series B Common Stock owned at 5:00 p.m. New York City time on the Record Date. The number of shares of LMI Common Stock distributed in the spin off was based on a ratio of .05 of a share of LMI Common Stock for each share of Liberty Common Stock. The spin off was intended to qualify as a tax-free spin off.

In addition to the contributed subsidiaries and net assets that comprise LMC International, Liberty also contributed certain other assets and liabilities to our company in connection with the spin off, as set forth in the following table (amounts in thousands):

Cash and cash equivalents	\$ 50,000
Available-for-sale securities	561,130
Net deferred tax liability	(253,163)
Other net liabilities	(2,407)
	\$ 355,560

The contributed available-for-sale securities included 5,000,000 American Depositary Shares (ADSs) for preferred limited voting ordinary shares of The News Corporation Limited (News Corp.) and a 99.9% economic interest in 345,000 shares of ABC Family Worldwide, Inc. (ABC Family) Series A preferred stock. Liberty also contributed a variable forward transaction with respect to the News Corp. ADSs. The 5,000,000 News Corp. ADSs are to be converted into 10,000,000 shares of News Corp.'s Class A non-voting common stock (News Corp. Class A Common Stock) pursuant to News Corp.'s reincorporation from Australia to the United States. All of the following references to News Corp. shares herein assume such conversion has occurred. For financial reporting purposes, the contribution of such assets is deemed to have occurred on June 1, 2004.

All of the net assets contributed to our company by Liberty in connection with the spin off have been recorded at Liberty's historical cost.

As a result of the spin off, we operate independently from Liberty, and neither we nor Liberty have any stock ownership, beneficial or otherwise, in the other. In connection with the spin off, we and Liberty entered into certain agreements in order to govern certain of the ongoing relationships between Liberty and our company after

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the spin off and to provide for an orderly transition. These agreements include a Reorganization Agreement, a Facilities and Services Agreement and a Tax Sharing Agreement. In addition, Liberty and we entered into a Short-Term Credit Facility that has since been cancelled.

The Reorganization Agreement provides for, among other things, the principal corporate transactions required to effect the spin off, the issuance of LMI stock options upon adjustment of certain Liberty stock incentive awards and the allocation of responsibility for LMI and Liberty stock incentive awards, cross indemnities and other matters. Such cross indemnities are designed to make (i) our company responsible for all liabilities related to the businesses of LMC International prior to the spin off, as well as for all liabilities incurred by our company following the spin off, and (ii) Liberty responsible for all of our potential liabilities that are not related to our businesses, including, for example, liabilities arising as a result of our company having been a subsidiary of Liberty.

The Facilities and Services Agreement, the Tax Sharing Agreement and the Short-Term Credit Facility are described in note 13.

Prior to the spin off, we were included in Liberty's consolidated tax return. As a result of the spin off, we became a separate tax paying entity. In connection with this change, we re-evaluated the estimated blended state tax rate used to compute certain of our deferred tax balances, and concluded that our estimate of this blended state tax rate should be reduced. As a result, we recorded a \$22,914,000 deferred tax benefit during the third quarter of 2004 to reflect the impact of the reduced rate on our net deferred tax liabilities.

(3) Rights Offering

On July 26, 2004, we commenced a rights offering (the LMI Rights Offering) whereby holders of record of LMI Common Stock at 5:00 p.m., New York City time, on that date received 0.20 transferable subscription rights for each share of LMI Common Stock held. Each whole right to purchase LMI Series A Common Stock entitled the holder to purchase one share of LMI Series A Common Stock at a subscription price of \$25.00 per share. Each whole right to purchase LMI Series B Common Stock entitled the holder to purchase one share of LMI Series B Common Stock at a subscription price of \$27.50 per share. Each whole Series A and Series B right entitled the holder to subscribe, at the same applicable subscription price pursuant to an oversubscription privilege, for additional shares of the applicable series of LMI Common Stock, subject to proration. The LMI Rights Offering expired in accordance with its terms on August 23, 2004. Pursuant to the terms of the LMI Rights Offering, we issued 28,245,000 shares of LMI Series A Common Stock and 1,211,157 shares of LMI Series B Common Stock in exchange for aggregate cash proceeds of \$739,432,000, before deducting related offering costs of \$3,771,000.

As a result of the LMI Rights Offering, certain terms of the then outstanding LMI stock options were modified. All references herein to the number of outstanding LMI stock options reflect these modified terms.

(4) Earnings (Loss) per Common Share

Basic earnings (loss) per common share is computed by dividing net earnings (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per common share presents the dilutive effect on a per share basis of potential common shares (e.g. options and convertible securities) as if they had been converted at the beginning of the periods presented.

As described in note 2, we issued shares of LMI Series A Common Stock and LMI Series B Common Stock in connection with the spin off. The pro forma net earnings (loss) per share amounts set forth in the accompanying condensed consolidated statements of operations were computed using historical net earnings

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(loss) and a pro forma weighted average share amount that includes 145,974,318 shares of LMI Common Stock for periods prior to the Spin Off Date and actual weighted average shares outstanding for periods subsequent to that date. In addition, the weighted average share amounts for periods prior to July 26, 2004, the date that certain subscription rights were distributed to stockholders pursuant to the LMI Rights Offering, have been increased to give effect to the benefit derived by our stockholders as a result of the distribution of such subscription rights. The details of the calculations of our weighted average common shares outstanding are set forth in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003*	2004*	2003*
Basic and diluted:				
Weighted average common shares outstanding before adjustment	167,423,193	145,974,318	153,175,881	145,974,318
Adjustment for July 2004 LMI Rights Offering	1,865,896	6,866,731	5,187,572	6,866,731
Weighted average common shares, as adjusted	169,289,089	152,841,049	158,363,453	152,841,049

* The weighted average share amounts for these periods assume that the shares of LMI Common Stock issued in the spin off were issued and outstanding on the first day of the respective periods.

At September 30, 2004, 5,279,169 potential common shares (as adjusted) were outstanding. All of such potential common shares represent shares issuable upon the exercise of stock options that were issued in June 2004 and adjusted in connection with the LMI Rights Offering. Prior to the consummation of the spin off, no potential common shares were outstanding, and accordingly, there is no difference between basic and diluted earnings per share for the three and nine months ended September 30, 2003. Potential common shares have been excluded from the pro forma calculation of diluted earnings per share for the three and nine months ended September 30, 2004 because their inclusion would be anti-dilutive.

(5) Acquisitions***Acquisition of Controlling Interest in UGC***

On January 5, 2004, we completed a transaction pursuant to which UGC's founding shareholders (the Founders) transferred 8.2 million shares of UGC Class B Common Stock to our company in exchange for 12.6 million shares of Liberty Series A Common Stock valued, for accounting purposes, at \$152,122,000 and a cash payment of \$15,827,000 (including acquisition costs). This transaction was the last of a number of independent transactions pursuant to which we acquired our controlling interest in UGC from 2001 through January 2004. Our acquisition of 281.3 million shares of UGC Common Stock in January 2002 gave us a greater than 50% economic interest in UGC, but due to certain voting and standstill arrangements, we used the equity method to account for our investment in UGC through December 31, 2003. Upon closing of the January 5, 2004 transaction, the restrictions on the exercise by

us of our voting power with respect to UGC terminated, and we gained voting control of UGC. Accordingly, UGC has been accounted for as a consolidated subsidiary and included in our financial position and results of operations since January 1, 2004.

We have accounted for our acquisition of UGC as a step acquisition, and have allocated our investment basis to our pro rata share of UGC's assets and liabilities at each significant acquisition date based on the estimated fair

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values of such assets and liabilities on such dates. Prior to the acquisition of the Founders' shares, our investment basis in UGC had been reduced to zero as a result of the prior recognition of our share of UGC's losses. The following table reflects the amounts allocated to our assets and liabilities upon completion of the January 2004 acquisition of the Founders' shares (amounts in thousands):

Current assets, including cash of \$310,361	\$	622,321
Property and equipment		3,386,252
Goodwill		2,022,761
Intangible assets other than goodwill		446,065
Investments and other assets		370,137
Current liabilities		(1,407,275)
Long-term debt		(3,615,902)
Deferred income taxes		(780,086)
Other liabilities		(268,632)
Minority interest		(607,692)
Aggregate purchase price	\$	167,949

We have entered into a new Standstill Agreement with UGC that limits our ownership of UGC common stock to 90% of the outstanding common stock unless we make an offer or effect another transaction to acquire all outstanding UGC common stock. Under certain circumstances, such an offer or transaction would require an independent appraisal to establish the price to be paid to stockholders unaffiliated with us.

During the nine months ended September 30, 2004, we also purchased an additional 20.0 million shares of UGC Class A Common Stock pursuant to certain pre-emptive rights granted to our company pursuant to the aforementioned Standstill Agreement with UGC. The \$152,284,000 purchase price for such shares was comprised of (i) the cancellation of indebtedness due from subsidiaries of UGC to certain of our subsidiaries in the amount of \$104,462,000 (including accrued interest) and (ii) \$47,822,000 in cash. As UGC was one of our consolidated subsidiaries at the time of these purchases, the effect of these purchases was eliminated in consolidation.

Also, in January 2004, UGC initiated a rights offering pursuant to which holders of each of UGC's Class A, Class B and Class C Common Stock received .28 transferable subscription rights to purchase a like class of common stock for each share of UGC Common Stock owned by them on January 21, 2004. The rights offering expired on February 12, 2004. UGC received cash proceeds of approximately \$1.02 billion from the rights offering. As a holder of UGC Class A, Class B and Class C Common Stock, we participated in the rights offering and exercised our rights to purchase 90.7 million shares for a total cash purchase price of \$544,250,000.

PHL

On May 20, 2004, we acquired all of the issued and outstanding ordinary shares of PHL for 2,000,000 (\$2,386,000 at May 20, 2004). PHL, through its subsidiary Chorus Communications Limited, owns and operates broadband communications systems in Ireland. In connection with this acquisition, we loaned an aggregate of 75,000,000 (\$89,475,000 as of May 20, 2004) to PHL. The proceeds from this loan were used by PHL to discharge liabilities pursuant to a debt restructuring plan and to provide funds for capital expenditures and working capital. We have committed to loan up to an additional 14,500,000 (\$18,032,000) to PHL, of which 4,500,000 (\$5,596,000) had been loaned as of September 30, 2004. We have accounted for this acquisition using

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the purchase method of accounting. For financial reporting purposes, the PHL acquisition is deemed to have occurred on June 1, 2004. The purchase price allocation for this acquisition is as follows (amounts in thousands):

Cash and cash equivalents at acquisition date	\$ 14,474
Other current assets	7,425
Property and equipment	72,625
Customer relationships	10,459
Goodwill	26,840
Current liabilities	(26,570)
Subscriber advance payments and deposits	(12,850)
Aggregate cash consideration (including acquisition costs)	\$ 92,403

Noos

On July 1, 2004, UPC Broadband France SAS (UPC Broadband France), an indirect wholly-owned subsidiary of UGC and the owner of UGC's French cable television operations, acquired Suez-Lyonnaise Télécom SA (Noos), from Suez SA (Suez). Noos is a provider of digital and analog cable television services and high-speed Internet access services in France. UPC Broadband France purchased Noos to achieve certain financial, operational and strategic benefits through the integration of Noos with its French operations and the creation of a platform for further growth and innovation in Paris and its remaining French systems. The preliminary purchase price for a 100% interest in Noos was approximately 623,450,000 (\$758,547,000 at July 1, 2004), consisting of 529,929,000 (\$644,761,000 at July 1, 2004) in cash, a 19.9% equity interest in UPC Broadband France valued at approximately 85,000,000 (\$103,419,000 at July 1, 2004) and 8,521,000 (\$10,367,000 at July 1, 2004) in direct acquisition costs. The preliminary purchase price and the value assigned to the 19.9% interest in UPC Broadband France are subject to a review of certain historical financial information of Noos and UPC Broadband France. In this regard, 100,000,000 (\$121,669,000) of the cash consideration is being held in escrow pending final determination of the purchase price.

UGC has accounted for this transaction as the acquisition of an 80.1% interest in Noos and the sale of a 19.9% interest in UPC Broadband France. Under the purchase method of accounting, the preliminary purchase price was allocated to the acquired identifiable tangible and intangible assets and liabilities based upon their respective fair values, and the excess of the purchase price over the fair value of such identifiable net assets was allocated to goodwill. The preliminary fair values assigned to property and equipment and intangible assets, and the excess purchase price assigned to goodwill have been adjusted to give effect to UGC's 80.1% ownership interest in Noos. The preliminary accounting for the Noos transaction, as reflected in these condensed consolidated financial statements, is subject to adjustment based upon the (i) final determination of the Noos purchase price and the value assigned to the 19.9% equity interest in UPC Broadband France and (ii) the final assessment of the fair values of Noos' identifiable assets and liabilities. Such potential adjustments could result in significant changes to the preliminary accounting for the Noos transaction and to the impact of this transaction on our consolidated operating results.

UGC has recorded a preliminary loss of \$12,196,000 associated with the dilution of its ownership interest in UPC Broadband France as a result of the Noos transaction. Our \$6,497,000 share of this loss is reflected as a reduction of additional paid-in capital in our condensed consolidated statement of stockholders' equity.

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Suez 19.9% equity interest in UPC Broadband France consists of 85.0 million shares of Class B common stock of UPC Broadband France (the UPC Broadband France Class B Shares). Subject to the terms of a call option agreement, UPC France Holding BV (UPC France), the parent company of UPC Broadband France, has the right through June 30, 2005 to purchase from Suez all of the UPC Broadband France Class B Shares for 85,000,000 (\$105,706,000), subject to adjustment, plus interest. The purchase price for the UPC Broadband France Class B Shares may be paid in cash, UGC Class A Common Stock or LMI Series A Common Stock. Subject to the terms of a put option, Suez may require UPC France to purchase the UPC Broadband France Class B Shares at specific times prior to or after the third, fourth or fifth anniversaries of the purchase date. UPC France will be required to pay the then fair market value, payable in cash or marketable securities, for the UPC Broadband France Class B Shares or assist Suez in obtaining an offer to purchase the UPC Broadband France Class B Shares. UPC France also has the option to purchase the UPC Broadband France Class B Shares from Suez shortly after the third, fourth or fifth anniversaries of the purchase date at the then fair market value in cash or marketable securities.

Pro Forma Information

The following unaudited pro forma information for the nine months ended September 30, 2004 and 2003 was prepared assuming we had acquired UGC, PHL and Noos on January 1, 2003. These pro forma amounts are not necessarily indicative of operating results that would have occurred if the UGC, PHL and Noos acquisitions had occurred on January 1, 2003 (amounts in thousands, except per share amounts):

	Nine Months Ended September 30,	
	2004	2003
Revenue	\$ 2,098,644	\$ 1,771,957
Net loss	\$ (44,843)	\$ (10,591)
Loss per share	\$ (0.28)	\$ (0.07)

(6) Stock-Based Compensation

As a result of the spin off and related adjustments to Liberty's stock incentive awards, options to acquire an aggregate of 1,759,247 shares (as adjusted) of LMI Series A Common Stock and 1,498,154 shares (as adjusted) of LMI Series B Common Stock were issued to our and Liberty's employees. Consistent with Liberty's accounting for the adjusted Liberty stock options and stock appreciation rights, we use variable-plan accounting to account for all LMI stock options issued as adjustments of Liberty's stock incentive awards in connection with the spin off.

In addition, options to acquire an aggregate of 453,206 shares (as adjusted) of LMI Series A Common Stock and 1,568,562 shares (as adjusted) of LMI Series B Common Stock were issued to LMI employees and directors. Prior to the LMI Rights Offering, we used fixed-plan accounting to account for these LMI stock options. As a result of the modification of certain terms of the LMI stock options that were outstanding at the time of the LMI Rights Offering, we began accounting for these LMI options as variable-plan options. Accordingly, all outstanding LMI stock options at September 30, 2004 are accounted for as variable-plan options.

As a result of the spin off and the related issuance of options to acquire LMI Common Stock, certain persons who remained employees of Liberty immediately following the spin off hold options to purchase LMI Common Stock and certain persons who are our employees hold options, stock appreciation rights (SARs) and options with tandem SARs to purchase Liberty Common Stock. Pursuant to the Reorganization Agreement, we are responsible

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for all stock incentive awards related to LMI Common Stock and Liberty is responsible for all stock incentive awards related to Liberty Common Stock regardless of whether such stock incentive awards are held by our or Liberty's employees. Notwithstanding the foregoing, our stock-based compensation expense is based on the stock incentive awards held by our employees regardless of whether such awards relate to LMI or Liberty Common Stock.

Accordingly, any stock-based compensation that we record with respect to Liberty stock incentive awards is treated as a capital transaction with the offset to stock-based compensation expense reflected as an adjustment of additional paid-in capital.

We apply the intrinsic value method of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, to account for fixed and variable plan stock options. Generally, under the intrinsic value method, (i) compensation expense for fixed-plan stock options is recognized only if the current market price of the underlying stock exceeds the exercise price on the date of grant, in which case, compensation is recognized based on the percentage of options that are vested, and (ii) compensation for variable-plan options, including options granted in tandem with SARs, is recognized based upon the percentage of the options that are vested and the difference between the market price of the underlying common stock and the exercise price of the options at the balance sheet date.

As a result of the modification of certain terms of UGC's stock options in connection with its February 2004 rights offering, UGC began accounting for such options as variable-plan options. In addition, UGC also uses variable-plan accounting to account for its SARs. Substantially all of the stock-based compensation included in our condensed consolidated statements of operations for the nine months ended September 30, 2004 is attributable to UGC's stock incentive awards.

The following table illustrates the effect on net earnings (loss) and earnings (loss) per share as if we had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation*, (Statement 123) to our outstanding options. As Statement 123 did not change the accounting for SARs, the pro forma adjustments included in the following table do not include amounts related to our calculation of compensation expense related to SARs or to options with tandem SARs (amounts in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Net earnings (loss)	\$ 74,365	\$ 9,051	\$ (10,626)	\$ 26,352
Add stock-based compensation charges as determined under the intrinsic value method, net of taxes	2,541		39,973	
Deduct stock-based compensation as determined under the fair value method, net of taxes	(4,172)	(208)	(45,421)	(624)
Pro forma net earnings (loss)	\$ 72,734	\$ 8,843	\$ (16,074)	\$ 25,728
Basic and diluted earnings (loss) from continuing operations per share:				
As reported	\$ 0.44	\$ 0.06	\$ (0.07)	\$ 0.17

Pro forma	\$	0.43	\$	0.06	\$	(0.10)	\$	0.17
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(7) Investments in Affiliates Accounted for Using the Equity Method

Our affiliates generally are engaged in the cable and/or programming businesses in various foreign countries. The following table includes our carrying value and percentage ownership of certain of our investments in affiliates:

	September 30, 2004	December 31, 2003
	Percentage Ownership	Carrying Amount
		Carrying Amount
(Dollar amounts in thousands)		
J-COM	45%	\$ 1,372,096
JPC	50%	266,917
Cordillera Comunicaciones Holding Limitada (Cordillera)	50%	47,054
Other	Various	254,305
		\$ 1,940,372
		\$ 1,740,552

The following table reflects our share of earnings (losses) of affiliates including any other-than-temporary declines in value:

	Nine Months Ended September 30,	
	2004	2003
(Amounts in thousands)		
J-COM	\$ 47,376	\$ 10,430
JPC	11,021	7,627
Cordillera	(7,842)	(5,749)
Other	3,963	(1,475)
	\$ 54,518	\$ 10,833

J-COM

J-COM was incorporated in 1995 to own and operate broadband businesses in Japan. At September 30, 2004, our company, Sumitomo Corporation (Sumitomo) and Microsoft Corporation (Microsoft) owned approximately 45%, 32% and 19% of J-COM, respectively. The functional currency of J-COM is the Japanese yen.

On August 6, 2004, our company, Sumitomo, Microsoft and J-COM executed transactions that effectively resulted in the conversion of shareholder loans with an aggregate principal amount of ¥30,000,034,000 (\$275,660,000 at

August 6, 2004) to equity. Such amount includes ¥14,064,830,000 (\$129,237,000 at August 6, 2004) of shareholder loans held by us that were converted to equity. Such conversions did not materially impact the J-COM ownership interests of our company, Sumitomo or Microsoft.

At September 30, 2004, our investment in J-COM included ¥41,260,795,000 (\$375,064,000) of shareholder loans to J-COM. Such loans are denominated in Japanese yen and bear interest at the 3-month Tokyo Interbank Offered Rate plus the applicable margin per annum (1.83% to 2.08% at September 30, 2004). Such shareholder loans, which are subordinated to J-COM's third party indebtedness, are due and payable on February 6, 2011. During the nine months ended September 30, 2004 and 2003, we recognized interest income on the J-COM shareholder loans of \$7,461,000 and \$6,972,000, respectively. At September 30, 2004, our other accumulated

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comprehensive loss account included foreign currency translation gains related to our loans to J-COM of \$23,473,000, after deducting related deferred taxes of \$13,050,000.

In 2003, we purchased an 8% equity interest in J-COM from Sumitomo for \$141,000,000 in cash, and we and Sumitomo each converted certain shareholder loans to equity interests in J-COM.

Summarized financial information for J-COM is as follows:

	September 30, 2004	December 31, 2003
(Amounts in thousands)		
Financial Position		
Investments	\$ 55,563	\$ 52,962
Property and equipment, net	2,267,179	2,274,632
Intangible and other assets, net	1,622,479	1,601,596
Total assets	\$ 3,945,221	\$ 3,929,190
Third party debt	\$ 902,098	\$ 984,089
Due to LMI	375,064	492,639
Other shareholder loans	757,571	901,971
Other liabilities	637,281	637,434
Minority interest	8,713	11,794
Owners' equity	1,264,494	901,263
Total liabilities and equity	\$ 3,945,221	\$ 3,929,190

	Nine Months Ended September 30,	
	2004	2003
(Amounts in thousands)		
Results of Operations		
Revenue	\$ 1,090,476	\$ 885,517
Operating, selling, general and administrative expenses	(657,364)	(584,753)
Stock-based compensation	(636)	(825)
Depreciation and amortization	(263,844)	(222,272)
Operating income	168,632	77,667
Interest expense, net of interest income	(52,123)	(49,581)
Other, net	(12,028)	(3,925)

Net earnings	\$	104,481	\$	24,161
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JPC

JPC, a joint venture formed in 1996 by our company and Sumitomo, is a programming company in Japan, which owns and invests in a variety of channels including *Shop Channel*. Our company and Sumitomo each own 50% of JPC. The functional currency of JPC is the Japanese yen.

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At September 30, 2004, our investment in JPC included ¥500,000,000 (\$4,545,000) of shareholder loans to JPC. Such loans are denominated in Japanese yen and bear interest at variable rates (1.7% at September 30, 2004). Such shareholder loans are due and payable on July 25, 2008. During the nine months ended September 30, 2004 and 2003, we recognized interest income on the JPC shareholder loans of \$74,000 and \$45,000, respectively.

On April 22, 2004, JPC issued 24,000 shares of JPC ordinary shares to Sumitomo for ¥6 billion (\$54,260,000 as of April 22, 2004). On April 26, 2004, JPC paid ¥3 billion (\$27,677,000 as of April 26, 2004) to each of our company and Sumitomo to redeem 12,000 shares of JPC ordinary shares from each shareholder. On April 27, 2004, we transferred our 100% indirect ownership interest in Liberty J-Sports, Inc. (Liberty J-Sports), the owner of an indirect minority interest in J-SPORTS Broadcasting Corporation, to JPC in exchange for 24,000 ordinary shares of JPC valued at ¥6 billion (\$54,805,000 as of April 27, 2004). We recognized a \$25,256,000 gain on this transaction, representing the excess of the cash received from the earlier share redemption over 50% of our historical cost basis in Liberty J-Sports.

Cordillera

We and CristalChile Comunicaciones S.A. (CristalChile) each own 50% interests in Cordillera. Cordillera owns substantially all of the equity of Metrópolis-Intercom S.A. (Metropolis), a cable operator in Chile. We and CristalChile have entered into an agreement pursuant to which we each have agreed to use commercially reasonable efforts to merge Metropolis and VTR GlobalCom S.A. (VTR), a wholly-owned subsidiary of UGC that owns UGC's Chilean operations. The merger is subject to certain conditions, including the execution of definitive agreements, Chilean regulatory approvals and the approval of the boards of directors of our company, CristalChile, VTR and UGC (including, in the case of UGC, the independent members of UGC's board of directors) and the receipt of necessary third party approvals and waivers. If the proposed merger is consummated as originally contemplated, we would own a direct and indirect interest aggregating 80% of the voting and equity rights in the new entity, and CristalChile would own the remaining 20%. We would also receive a \$100 million promissory note from the combined entity, which would bear interest at the London Interbank Offered Rate (LIBOR) plus 3% per annum and would be unsecured and subordinated to third party debt. In addition, CristalChile would have a put right which would allow CristalChile to require Liberty to purchase all, but not less than all, of its interest in the new entity for not less than \$140 million on or after the first anniversary of the date on which Chilean regulatory approval of the merger is deemed to be received. We have agreed to assume and indemnify Liberty against this put obligation in connection with the spin off. If the merger does not occur, we and CristalChile have agreed to fund our pro rata share of a capital call sufficient to retire Metropolis' local debt facility, which had an outstanding principal amount of Chilean pesos 34 billion (\$55,652,000) at September 30, 2004. Subsequent to September 30, 2004, the Chilean regulatory authority approved the merger of VTR and Metropolis, subject to certain conditions. For additional information, see note 18.

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(8) Other Investments

The following table sets forth the carrying amount of our other investments:

	September 30, 2004	December 31, 2003
	(Amounts in thousands)	
ABC Family	\$ 406,688	\$
Telewest Global, Inc., the successor to Telewest Communications plc (Telewest)	91,407	281,392
SBS Broadcasting S.A. (SBS)	201,960	
News Corp.	157,096	
Cable Partners Europe (CPE)	110,018	
Sky Latin America	91,046	94,347
Other	10,519	74,395
 Total other investments	 \$ 1,068,734	 \$ 450,134

Our investments in ABC Family, Telewest, SBS, News Corp. and CPE are all accounted for as available-for-sale securities.

ABC Family

At September 30, 2004, we owned a 99.9% beneficial interest in 345,000 shares of the 9% Series A Preferred Stock of ABC Family with an aggregate liquidation value of \$345 million. Liberty contributed this interest to our company in connection with the spin off. We recognized dividend income on the ABC Family preferred stock of \$10,290,000 during the period from the Spin Off Date through September 30, 2004.

Telewest

On July 19, 2004, our investment in Telewest Communications plc Senior Notes and Senior Discount Notes was converted into 18,417,883 shares or approximately 7.5% of the issued and outstanding common stock of Telewest. In connection with this transaction, we recognized a pre-tax gain of \$168,301,000, representing the excess of the fair value of the Telewest common stock received over our cost basis in the Senior Notes and Senior Discount Notes. During the third quarter of 2004, we sold 10,551,509 of the acquired Telewest shares for aggregate cash proceeds of \$121,459,000, resulting in a pre-tax loss of \$17,821,000. In connection with the disposition of certain of these shares, we entered into a call agreement with respect to the 7,866,374 shares of Telewest common stock that we held at September 30, 2004. For additional information concerning this call agreement, see note 10. As we intend to dispose of our remaining Telewest shares during the fourth quarter of 2004, the \$12,429,000 excess of the carrying value over the fair value of such shares as of September 30, 2004 is included in other-than-temporary declines in fair values of investments in our condensed consolidated statement of operations. Consistent with our classification of the Senior Notes and Senior Discount Notes and the Telewest common stock as available-for-sale securities, the above-described gains and losses were reflected as components of our accumulated other comprehensive loss account prior to their reclassification into our condensed consolidated statements of operations.

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SBS

At September 30, 2004, UGC owned 6,000,000 shares or approximately 19% of the outstanding shares of SBS, a European commercial television and radio broadcasting company.

News Corp.

At September 30, 2004, we owned 10,000,000 shares of News Corp. Class A Common Stock. Liberty contributed these shares to us in connection with the spin off.

CPE

At September 30, 2004, we owned certain debt of CPE and one of its two indirect majority-owned entities that collectively own a non-controlling ownership interest in Telenet Group Holdings NV (Telenet), a broadband cable operator in Belgium. Subsequent to September 30, 2004, we entered into an agreement to restructure our indirect investment in Telenet. For additional information, see note 18.

Sky Latin America

We own a 10% equity interest in each of the entities that comprise Sky Latin America. Sky Latin America offers entertainment services via satellite to households through its owned and affiliated distribution platforms in Latin America. Subsequent to September 30, 2004, we executed certain transactions and agreements related to the sale of our interests in Sky Latin America. For additional information, see note 18.

(9) Long-Lived Assets

Property and Equipment

In the second quarter of 2004, UGC recorded a \$16,623,000 impairment of certain tangible fixed assets associated with its telecommunications operations in Norway. The impairment assessment was triggered by competitive factors in 2004 that led to greater than expected price erosion and the inability to reach forecasted market share. Fair value of the tangible assets was estimated using discounted cash flow analysis, along with other available market data.

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Goodwill

Changes in the carrying amount of goodwill for the nine months ended September 30, 2004 are as follows:

	January 1, 2004	Acquisitions	Impairments	Foreign Currency Translation Adjustments	September 30, 2004
(Amounts in thousands)					
UGC Broadband The Netherlands	\$ 670,576	\$	\$	\$ (8,739)	\$ 661,837
UGC Broadband France		51,270		1,135	52,405
UGC Broadband Austria	452,012			(6,100)	445,912
UGC Broadband Other Europe	467,615			11,581	479,196
UGC Broadband Chile (VTR)	191,786			(4,755)	187,031
J-COM	203,000				203,000
All other	563,348	26,840	(26,000)	(1,431)	562,757
Total LMI	\$ 2,548,337	\$ 78,110	\$ (26,000)	\$ (8,309)	\$ 2,592,138

During the third quarter of 2004, we recorded a \$26,000,000 impairment of certain enterprise level goodwill associated with one of our consolidated subsidiaries. The impairment assessment was triggered by our determination that it was more-likely-than-not that we will sell this subsidiary. Accordingly, the fair value used to assess the recoverability of the enterprise level goodwill associated with this subsidiary was based on the value that we would expect to receive upon the sale of this subsidiary.

Intangible Assets Subject to Amortization, Net

The details of our amortizable intangible assets are set forth below:

	September 30, 2004	December 31, 2003
(Amounts in thousands)		
Gross carrying amount		
Customer relationships	\$ 404,106	\$
Other	15,357	\$ 6,083
	\$ 419,463	\$ 6,083

Accumulated amortization

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Customer relationships	\$	(48,826)	\$	
Other		(3,215)	\$	(1,579)
	\$	(52,041)	\$	(1,579)
Net carrying amount				
Customer relationships	\$	355,280	\$	
Other		12,142	\$	4,504
	\$	367,422	\$	4,504

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Customer relationships are amortized over useful lives ranging from 4 to 10 years. Amortization of intangible assets with finite useful lives was \$49,108,000 and \$353,000 for the nine months ended September 30, 2004 and 2003, respectively. Based on our current amortizable intangible assets, we expect that amortization expense will be as follows for the remainder of 2004, the next four years and thereafter (amounts in thousands):

Remainder of 2004	\$	15,857
2005		72,162
2006		66,389
2007		64,523
2008		61,179
Thereafter		87,312
Total	\$	367,422

(10) Derivative Instruments***Foreign Exchange Contracts***

We generally do not hedge our foreign currency exchange risk because of the long-term nature of our interests in foreign affiliates. However, in order to reduce our foreign currency exchange risk related to our investment in J-COM, we have entered into collar agreements with respect to ¥30 billion (\$272,702,000). These collar agreements have a weighted average remaining term of approximately 4 months, an average call price of ¥106/U.S. dollar and an average put price of ¥112/U.S. dollar. We had also entered into forward sales contracts with respect to the Japanese yen. During the second quarter of 2004, we paid \$10,593,000 to settle our yen forward sales contracts. As a result, we had no yen forward sales contracts outstanding at September 30, 2004. The net fair value of these collar agreements was a \$541,000 asset at September 30, 2004.

Total Return Debt Swaps

We have entered into total return debt swaps in connection with (i) bank debt of a subsidiary of United Pan-Europe Communications N.V., a subsidiary of UGC (UPC), and (ii) public debt of Cablevisión S.A. (Cablevision), the largest cable television company in Argentina, in terms of basic cable subscribers. Liberty currently owns an indirect 78.2% economic and non-voting interest in a limited liability company that owns 50% of the outstanding capital stock of Cablevision. Under the total return debt swaps, a counterparty purchases a specified amount of the underlying debt security for the benefit of our company. We have posted collateral with the counterparties equal to 30% of the counterparty's purchase price for the purchased indebtedness of the UPC subsidiary and 90% of the counterparty's purchase price for the purchased indebtedness of Cablevision. We record a derivative asset equal to the posted collateral and such asset is included in other assets in the accompanying condensed consolidated balance sheets. We earn interest income based upon the face amount and stated interest rate of the underlying debt securities, and pay interest expense at market rates on the amount funded by the counterparty. In the event the fair value of the underlying purchased indebtedness of the UPC subsidiary declines by 10% or more, we are required to post cash collateral for the decline, and we record an unrealized loss on derivative instruments. The cash collateral related to the UPC subsidiary indebtedness is further adjusted up or down for subsequent changes in the fair value of the underlying indebtedness or for foreign currency exchange rate movements involving the euro and U.S. dollar. At September 30, 2004, the aggregate purchase price of debt securities underlying our total return debt swap arrangements involving the indebtedness of the UPC subsidiary and Cablevision was \$121,738,000. As of such date, we had posted cash collateral equal to

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\$49,661,000. In the event the fair value of the purchased debt securities were to fall to zero, we would be required to post additional cash collateral of \$72,077,000. The aggregate principal amount of the UPC subsidiary indebtedness that is the subject of our total return debt swaps was approximately \$108,904,000 at September 30, 2004.

Accordingly, if at September 30, 2004, we had acquired the UPC subsidiary indebtedness pursuant to the total return swaps, our consolidated indebtedness at September 30, 2004 would have been reduced by \$108,904,000. For additional information concerning the status of the Cablevision total return debt swap, see note 18.

UGC Interest Rate Swaps and Caps

During the first and second quarters of 2004, UGC purchased interest rate caps for approximately \$21,442,000 that capped the variable interest rate on notional amounts totaling 2.25 billion to 2.6 billion (\$2.8 billion to \$3.2 billion) at 3.0% and 4.0% for 2005 and 2006, respectively. During the first quarter of 2003, UGC purchased an interest rate cap that capped the variable interest rate at 3.0% on a notional amount of 2.7 billion (\$3.4 billion) for 2003 and 2004. UGC has also entered into a cross currency and interest rate swap pursuant to which a notional amount of \$347,500,000 was swapped at an average rate of 1.13 per U.S. dollar until July 2005, with the interest rate capped at 2.35%. At September 30, 2004, the fair value of the interest rate swap derivative contracts was a 31,053,000 (\$38,618,000) liability and the fair value of the interest rate cap derivative contracts was a 4,344,000 (\$5,402,000) asset.

Variable Forward Transaction

Prior to the spin off, Liberty contributed to our company 10,000,000 shares of News Corp. Class A Common Stock, together with a related variable forward transaction. The forward, which expires on September 17, 2009, provides (i) us with the right to effectively require the counterparty to buy 10,000,000 News Corp. Class A Common Stock at a price of \$15.72 per share, or an aggregate price of \$157,200,000 (the Floor Price), and (ii) the counterparty with the effective right to require us to sell 10,000,000 shares of News Corp. Class A Common Stock at a price of \$26.19 per share. The fair value of the forward was a \$12,255,000 asset at September 30, 2004. At any time during the term of the forward, we can require the counterparty to advance the full Floor Price. Provided we do not draw an aggregate amount in excess of the present value of the Floor Price, as determined in accordance with the forward, we may elect to draw such amounts on a discounted or undiscounted basis. As long as the aggregate advances are not in excess of the present value of the Floor Price, undiscounted advances will bear interest at prevailing three-month LIBOR and discounted advances will not bear interest. Amounts advanced up to the present value of the Floor Price are secured by the underlying shares of News Corp. Class A Common Stock. If we elect to draw amounts in excess of the present value of the Floor Price, those amounts will be unsecured and will bear interest at a negotiated interest rate. During the third quarter of 2004, we received undiscounted advances aggregating \$126,000,000 under the forward. Such advances were subsequently repaid during the quarter.

Call Agreement

We have entered into a call agreement with respect to all of our remaining shares of Telewest. Pursuant to this call agreement, a counterparty has the right to purchase 7,866,374 shares of Telewest common stock at a price of \$11.80 per share. The number of options subject to the call agreement will be reduced by 182,939 options on each of the 43 business days ending December 14, 2004. We reflect our obligation under the call agreement in our consolidated balance sheet at fair value (\$188,000 liability at September 30, 2004).

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Realized and Unrealized Gains (Losses) on Derivative Instruments

Realized and unrealized gains (losses) on derivative instruments are comprised of the following amounts for the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Amounts in thousands)			
Foreign exchange derivatives	\$ 1,858	\$ (10,257)	\$ 8,074	\$ (6,679)
Total return debt swaps	510	6,180	(1,001)	23,028
Variable forward transaction (News Corp. Class A Common Stock)	13,834		20,002	
UGC interest rate swaps and caps	(16,838)		(14,512)	
Other	1,829	(333)	3,655	(333)
Total	\$ 1,193	\$ (4,410)	\$ 16,218	\$ 16,016

(11) Debt

The components of debt are as follows:

	September 30, 2004	December 31, 2003
	(Amounts in thousands)	
UPC Distribution Bank Facility	\$ 3,495,406	\$
UGC Convertible Notes	621,813	
Other UGC debt	169,252	
Other subsidiary debt	62,391	54,126
Total debt	4,348,862	54,126
Less current maturities	(90,052)	(12,426)
Total long-term debt	\$ 4,258,810	\$ 41,700

UPC Distribution Bank Facility

The UPC Distribution Bank Facility, as refinanced in June 2004, provides for euro denominated borrowings by a UPC subsidiary under four different facilities aggregating 3,044 million (\$3,786 million) and U.S. dollar

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denominated borrowings under a fifth facility aggregating \$345,763,000. The following table presents certain terms of the UPC Distribution Bank Facility as of September 30, 2004 (dollars in thousands):

U.S. Dollar Equivalent

	Facility (Description)	Availability	Amount Outstanding	Interest Rate	Repayment Dates
A	(Revolving credit facility)	\$ 829,188	192,762	EURIBOR + 2.25% 4%	June-06 through June-08
B	(Term loan)	1,568,524	1,568,524	EURIBOR + 2.25% 4%	June-04 through June-08
C1	(Term loan)	117,554	117,554	EURIBOR + 5.5%	June-04 through March-09
C2	(Term loan)	345,763	345,763	LIBOR + 5.5%	June-04 through March-09
E	(Term loan)	1,270,803	1,270,803	EURIBOR + 3%	July-09
	Total	\$ 4,131,832	3,495,406		

At September 30, 2004, the aggregate availability under the UPC Distribution Facility was 511,750,000 (\$636,426,000). The UPC Distribution Bank Facility (i) provides for a commitment fee of 0.5% of unused borrowing availability, (ii) is secured by the assets of most of UPC's majority-owned European cable operating companies and is senior to other long-term obligations of UPC and (iii) contains certain financial covenants and restrictions on UPC's subsidiaries regarding payment of dividends, ability to incur additional indebtedness, disposition of assets, mergers and affiliated transactions. The weighted average interest rate on borrowings under the UPC Distribution Bank Facility was 6.2% for the nine months ended September 30, 2004. In June 2004, the UPC subsidiary borrowed approximately 1.0 billion (\$1.2 billion) under Facility E, which was used to repay some of the indebtedness borrowed under the other facilities.

UGC Convertible Notes

On April 6, 2004, UGC completed the offering and sale of 500 million (\$622 million) 3¼% euro-denominated Convertible Senior Notes due April 15, 2024 (UGC Convertible Notes). Interest is payable semi-annually on April 15 and October 15 of each year, beginning October 15, 2004. The UGC Convertible Notes are senior unsecured obligations that rank equally in right of payment with all of UGC's existing and future senior unsecured and unsecured indebtedness and rank senior in right of payment to all of UGC's existing and future subordinated indebtedness. The UGC Convertible Notes are effectively subordinated to all existing and future indebtedness and other obligations of UGC's subsidiaries. The UGC Convertible Notes will be convertible into shares of UGC Class A

Common Stock at an initial conversion price of 9.7561 per share, which was equivalent to a conversion price of \$12.00 per share on the date of issue, representing a conversion rate of 102.5 shares per 1,000 principal amount of the UGC Convertible Notes. On or after April 20, 2011, UGC has the right to redeem the UGC Convertible Notes, in whole or in part, at a redemption price in euros equal to 100% of the principal amount, together with accrued and unpaid interest. On April 15, 2011, April 15, 2014, and April 15, 2019, holders have the right to tender all or part of their UGC Convertible Notes to UGC for purchase in

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euros at 100% of the principal amount, plus accrued and unpaid interest. Holders may also similarly tender their UGC Convertible Notes to UGC in the event of a change in control, as defined in the related indenture. Holders may surrender their UGC Convertible Notes for conversion prior to maturity only if certain conditions are met.

Other UGC Debt

UPC Polska, Inc. (UPC Polska) is an indirect subsidiary of UGC. On February 18, 2004, in connection with the consummation of UPC Polska's plan of reorganization and emergence from its U.S. bankruptcy proceeding, third-party holders of UPC Polska Notes and other claimholders received a total of \$87,361,000 in cash, \$101,701,000 in new 9% UPC Polska Notes due 2007 and 2,011,813 shares of UGC Class A Common Stock in exchange for the cancellation of their claims. UGC recognized a gain of \$31,916,000 from the extinguishment of the UPC Polska Notes and other liabilities subject to compromise, equal to the excess of their respective carrying amounts over the fair value of consideration given. During 2004, UPC Polska incurred costs associated with its reorganization aggregating \$5,951,000. Such costs are included in other income (expense), net in the accompanying condensed consolidated statement of operations. On July 16, 2004, UGC redeemed the new 9% UPC Polska Notes due 2007 for a cash payment of \$101,701,000.

Other Subsidiary Debt

Other subsidiary debt includes bank borrowings of Puerto Rico Cable and Pramer. One of our subsidiaries posts cash collateral equal to the outstanding borrowings under the Puerto Rico Cable facility (\$50,000,000 at September 30, 2004). Such cash collateral is included in other assets, net in the accompanying condensed consolidated financial statements.

At September 30, 2004, Pramer's U.S. dollar denominated bank borrowings aggregated \$12,391,000. During 2002, following the devaluation of the Argentine peso, Pramer failed to make certain required payments due under its bank credit facility. Since that time, Pramer has been in technical default under its bank credit facility. However, the bank lenders have not provided notice of default or requested acceleration of the payments due under the facility. Pramer and the banks are negotiating the refinancing of this credit facility and all amounts due under this facility are classified as current in the accompanying condensed consolidated balance sheets.

We believe that the fair value and the carrying value of our debt were approximately equal at September 30, 2004.

(12) Old UGC Reorganization

Old UGC, Inc. (Old UGC) is a wholly-owned subsidiary of UGC that owns VTR and an approximate 34% interest in Austar United Communications Ltd. Certain information concerning the consolidated operating performance and total assets of VTR are set forth in note 17. On January 12, 2004, Old UGC filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code. On September 21, 2004, UGC and Old UGC filed with the Bankruptcy Court a plan of reorganization, which was subsequently amended on October 5, 2004. The plan of reorganization provides for the acquisition by Old UGC of \$638,008,000 face amount of certain senior notes of Old UGC (Old UGC Senior Notes) held by UGC (following cancellation of certain offsetting obligations) for common stock of Old UGC and \$599,173,000 face amount of Old UGC Senior Notes held by another consolidated subsidiary of UGC for preferred stock of Old UGC. Old UGC Senior Notes held by third parties (\$24,627,000 face amount) would be left outstanding (after cure, through the repayment of approximately \$5,125,000 in unpaid interest, and reinstatement). In addition, Old UGC will make a payment of approximately \$3,131,000 in settlement of certain outstanding guarantee obligations. On November 10, 2004, the Bankruptcy Court entered an order confirming Old UGC's plan of reorganization. With the exception of the \$24,627,000 face

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amount of the Old UGC Senior Notes held by third parties, all of the remaining principal and interest due under the Old UGC Senior Notes is eliminated in consolidation.

We and UGC continue to consolidate the financial position and results of operations of Old UGC while in bankruptcy, for the following primary reasons:

UGC is the sole shareholder and majority creditor of Old UGC (direct and indirect holder of 98% of the Old UGC Senior Notes);

UGC negotiated a restructuring agreement that provides for UGC to continue to be Old UGC's controlling equity holder upon Old UGC's emergence from bankruptcy; and

The bankruptcy proceedings are expected to be completed in less than one year.

Liabilities subject to compromise related to Old UGC of \$24,627,000 (representing the Old UGC Senior Notes) and \$4,691,000 (representing interest on the Old UGC Senior Notes and other guarantees) are reflected in current portion of debt and accrued liabilities, respectively, in the accompanying condensed consolidated balance sheet at September 30, 2004.

(13) Related Party Transactions

During the 2004 period prior to the spin off, a subsidiary of our company borrowed \$116,666,000 from Liberty pursuant to certain notes payable. Interest expense accrued on the amounts borrowed pursuant to such notes payable was \$1,534,000 during the nine months ended September 30, 2004. In connection with the spin off, Liberty also entered into a Short-Term Credit Facility with us. Pursuant to the Short-Term Credit Facility, Liberty had agreed to make loans to us from time to time up to an aggregate principal amount of \$383,334,000. Amounts borrowed under the Short-Term Credit Facility and the notes payable accrued interest at 6% per annum, compounded semi-annually, and were due and payable no later than March 31, 2005. During the third quarter of 2004, all amounts due to Liberty under the notes payable were repaid with proceeds from the LMI Rights Offering and the Short-Term Credit Facility was cancelled.

For periods prior to the spin off, corporate expenses were allocated from Liberty to us based upon the cost of general and administrative services provided. We believe such allocations were reasonable and materially approximate the amount that we would have incurred on a stand-alone basis. Amounts allocated to us prior to the spin off pursuant to these arrangements aggregated \$10,833,000 and \$8,155,000 during the nine months ended September 30, 2004 and 2003, respectively. The 2004 amount includes costs associated with the spin off aggregating \$2,952,000. Pursuant to the Reorganization Agreement, we and Liberty each agreed to pay 50% of such spin off costs. Excluding our share of such spin off costs, the intercompany amounts owed to Liberty as a result of these allocations were contributed to our equity in connection with the spin off. The amounts allocated by Liberty are included in SG&A expenses in the accompanying condensed consolidated statements of operations.

In connection with the spin off, we and Liberty entered into a Facilities and Services Agreement that sets forth the terms that will apply to services and other benefits to be provided by Liberty to us following the spin off. Pursuant to the Facilities and Services Agreement, Liberty provides us with office space and certain general and administrative services including legal, tax, accounting, treasury, engineering and investor relations support. We reimburse Liberty for direct, out-of-pocket expenses incurred by Liberty in providing these services and for our allocable portion of facilities costs and costs associated with any shared services or personnel. Amounts charged to us pursuant to this agreement aggregated \$757,000 for the period from the Spin Off Date through

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September 30, 2004 and are included in SG&A expenses in the accompanying condensed consolidated statements of operations.

Under the Tax Sharing Agreement, Liberty will generally be responsible for U.S. federal, state, local and foreign income taxes reported on a consolidated, combined or unitary return that includes our company or one of its subsidiaries, on the one hand, and Liberty or one of its subsidiaries on the other hand, subject to certain limited exceptions. We will be responsible for all other taxes that are attributable to our company or one of its subsidiaries, whether accruing before, on or after the spin off. The Tax Sharing Agreement requires that we will not take, or fail to take, any action where such action, or failure to act, would be inconsistent with or prohibit the spin off from qualifying as a tax-free transaction. Moreover, we will indemnify Liberty for any loss resulting from such action or failure to act, if such action or failure to act precludes the spin off from qualifying as a tax-free transaction.

Prior to the Spin Off Date, LMI and its 80%-or-more-owned subsidiaries (the LMI Tax Group) were included in Liberty's consolidated federal and state income tax returns. Accordingly, our income taxes during the periods prior to the Spin Off Date, included those items in Liberty's consolidated tax returns applicable to the LMI Tax Group and any income taxes related to our consolidated foreign and domestic subsidiaries that were excluded from the consolidated federal and state income tax returns of Liberty.

Prior to the spin off, Liberty transferred to our company a 25% ownership interest in two of Liberty's aircraft. In connection with the transfer, we and Liberty entered into certain agreements pursuant to which, among other things, we and Liberty share the costs of Liberty's flight department and the costs of maintaining and operating the jointly owned aircraft. Costs are allocated based upon either our actual usage or our ownership interest, depending on the type of costs. Amounts charged to us pursuant to these agreements aggregated \$131,000 for the period from the Spin Off Date through September 30, 2004 and are included in SG&A expenses in the accompanying condensed consolidated statements of operations.

See note 2 for a description of the Reorganization Agreement between Liberty and our company.

John C. Malone beneficially owns shares of Liberty Common Stock representing approximately 29.3% of Liberty's voting power and beneficially owns shares of LMI Common Stock which may represent up to approximately 32.6% of the voting power in our company, assuming the exercise in full of certain compensatory options to acquire shares of LMI Series B Common Stock granted to Mr. Malone at the time of the spin off. In addition, six of our seven directors are also directors of Liberty. By virtue of Mr. Malone's voting power in Liberty and our company, as well as his position as Chairman of the Board of Liberty and positions as Chairman of the Board, President and Chief Executive Officer of our company, and the aforementioned common directors, Liberty may be deemed an affiliate of our company.

In the normal course of business, Pramer provides programming and uplink services to equity method affiliates of LMI. Total revenue for such services from the LMI affiliates aggregated \$157,000 and \$545,000, for the nine months ended September 30, 2004 and 2003, respectively.

In the normal course of business, Puerto Rico Cable purchases programming services from subsidiaries of Liberty. During the nine months ended September 30, 2004 and 2003, the charges for such services aggregated \$397,000 and \$532,000, respectively.

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
September 30, 2004
(unaudited)

(14) Transactions with Officers and Directors

VLG Acquisition Corp.

Liberty owns a 78.2% economic and non-voting interest in VLG Argentina LLC, an entity that owns a 50% interest in Cablevision. VLG Acquisition Corp., an entity in which neither Liberty nor our company has any ownership interests, owns the remaining 21.8% economic interest and all of the voting power in VLG Argentina LLC. An executive officer and an officer of our company were shareholders of VLG Acquisition Corp. Prior to joining our company, they sold their equity interests in VLG Acquisition Corp. to the remaining shareholder, but each retained a contractual right to 33% of any proceeds in excess of \$100,000 from the sale of VLG Acquisition Corp.'s interest in VLG Argentina LLC, or from distributions to VLG Acquisition Corp. by VLG Argentina LLC in connection with a sale of VLG Argentina LLC's interest in Cablevision. Although we have no direct or indirect equity interest in Cablevision, we have the right and obligation to contribute \$27,500,000 to Cablevision in exchange for newly issued Cablevision shares representing approximately 40.0% of Cablevision's fully diluted equity in the event that Cablevision's restructuring is approved in its current form. For additional information concerning our proposed participation in the Cablevision restructuring, see notes 15 and 18.

J-COM Ownership Interests

Our interest in J-COM is held through five separate corporations, four of which are wholly owned. Several individuals, including two of our executive officers and one of our directors, own common stock representing an aggregate of 20% of the common equity in the fifth corporation, which owns an approximate 5.4% interest in J-COM. Compensation expense with respect to the interests held by the aforementioned executive officers and directors was \$656,000 and \$1,260,000 during the nine months ended September 30, 2004 and 2003, respectively.

(15) Commitments and Contingencies

Various partnerships and other affiliates of our company accounted for using the equity method finance a substantial portion of their acquisitions and capital expenditures through borrowings under their own credit facilities and net cash provided by their operating activities. Notwithstanding the foregoing, certain of our affiliates may require additional capital to finance their operating or investing activities. In addition, we are a party to stockholder and partnership agreements that provide for possible capital calls on stockholders and partners. In the event our affiliates require additional financing and we fail to meet a capital call, or other commitment to provide capital or loans to a particular company, such failure may have adverse consequences to our company. These consequences may include, among others, the dilution of our equity interest in that company, the forfeiture of our right to vote or exercise other rights, the right of the other stockholders or partners to force us to sell our interest at less than fair value, the forced dissolution of the company to which we have made the commitment or, in some instances, a breach of contract action for damages against us. Our ability to meet capital calls or other capital or loan commitments is subject to our ability to access cash.

In addition to the foregoing, the agreement governing one of our affiliate investments contains a put-call arrangement whereby we could be required to purchase another investor's ownership interest at fair value.

For a description of certain put obligations that we assumed in connection with the Noos acquisition, see note 5. For a description of certain put obligations that we will assume in the event that the proposed restructuring of our indirect investment in Telenet closes, see note 18.

In the normal course of business, we have entered into agreements that commit our company to make cash payments in future periods with respect to non-cancelable leases, programming contracts, purchases of customer

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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(unaudited)

premise equipment, construction activities, network maintenance, and upgrade and other commitments arising from our agreements with local franchise authorities.

At September 30, 2004, Liberty guaranteed ¥13,620,821,000 (\$123,814,000) of the bank debt of J-COM. Liberty's guarantees expire as the underlying debt matures and is repaid. The debt maturity dates range from 2004 to 2019. In connection with the spin off, we have agreed to indemnify Liberty for any amounts Liberty is required to fund under these arrangements. During the nine months ended September 30, 2004 and 2003, we recognized income from J-COM guarantee fees aggregating \$422,000 and \$238,000, respectively.

At September 30, 2004, we had severally guaranteed certain transponder and equipment lease obligations of Sky Latin America aggregating \$92,950,000 and \$3,407,000, respectively. Such amounts were not reflected in our condensed consolidated balance sheet at September 30, 2004. In connection with the execution of certain transactions and agreements subsequent to September 30, 2004, our guarantees of the obligations under these transponder leases were terminated and our guarantees of the obligations under these equipment leases will be terminated no later than December 31, 2004. For additional information, see note 18.

As a result of the termination by Argentina of its decade-old currency peg in late 2001, Cablevision (consistent with other Argentine issuers) stopped servicing its U.S. dollar denominated debt in 2002, which it is currently seeking to restructure pursuant to an out of court reorganization agreement. That agreement has been submitted to Cablevision's creditors for their consent, and a petition for its approval has been filed by Cablevision with a commercial court in Buenos Aires under Argentina's bankruptcy laws. If the restructuring is approved in its current form, we would contribute to Cablevision \$27,500,000, for which we would receive, after giving effect to a capital reduction pertaining to the current shareholders of Cablevision (including the entity in which Liberty has a 78.2% economic interest), approximately 40.0% of the equity of the restructured Cablevision. The proceeds of our cash contribution would be distributed as part of the consideration being offered to Cablevision's creditors. No assurance can be given as to whether Cablevision's restructuring plan will be accepted by the court. For information concerning the status of our rights and obligations under the restructuring agreement, see note 18.

In 2000, certain of UGC's subsidiaries pursued a transaction with Excite@Home, which if completed, would have merged UGC's chello broadband subsidiary with Excite@Home's international broadband operations to form a European Internet business. The transaction was not completed, and discussions between the parties ended in late 2000. On November 3, 2003, UGC received a complaint filed on September 26, 2003 by Frank Morrow, on behalf of the General Unsecured Creditors Liquidating Trust of At Home Corporation in the United States Bankruptcy Court for the Northern District of California, styled as *In re At Home Corporation, Frank Morrow v. UnitedGlobalCom, Inc. et al.* (Case No. 01-32495-TC). In general, the complaint alleges breach of contract and fiduciary duty by UGC and Old UGC. The action has been stayed by the Bankruptcy Court in the Old UGC bankruptcy proceedings. The plaintiff had filed a claim in the bankruptcy proceedings of approximately \$2.2 billion. On September 16, 2004, the Bankruptcy Court held that the claim against Old UGC was estimated at zero. Although no assurance can be given, UGC believes that the ultimate outcome of this matter will not have a material adverse effect on its financial position or results of operations.

We have contingent liabilities related to legal proceedings and other matters arising in the ordinary course of business. Although it is reasonably possible we may incur losses upon conclusion of such matters, an estimate of any loss or range of loss cannot be made. In our opinion, it is expected that amounts, if any, which may be required to satisfy such contingencies will not be material in relation to the accompanying condensed consolidated financial statements.

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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(16) Restructuring Charges

A summary of UGC's restructuring charge activity is set forth in the table below (amounts in thousands):

	Employee Severance and Termination	Office Closures	Programming and Lease Contract Termination	Other	Total
Restructuring liability as of January 1, 2004	\$ 8,405	16,821	34,399	2,442	62,067
Restructuring charges	9,618	892		239	10,749
Cash paid	(5,236)	(4,182)	(3,372)	(685)	(13,475)
Foreign currency translation adjustments	16	(218)	913	(75)	636
Restructuring liability as of September 30, 2004	\$ 12,803	13,313	31,940	1,921	59,977
Short-term portion	\$ 5,554	4,707	3,907	217	14,385
Long-term portion	7,249	8,606	28,033	1,704	45,592
Total	\$ 12,803	13,313	31,940	1,921	59,977

(17) Information About Operating Segments

We own a variety of international subsidiaries and investments that provide broadband distribution services and video programming services. We identify our reportable segments as (i) those consolidated subsidiaries that represent 10% or more of our revenue, operating cash flow (as defined below), or total assets, and (ii) those equity method affiliates where our investment or share of earnings or loss represents 10% or more of our total assets or pre-tax earnings (loss), respectively. We evaluate performance and make decisions about allocating resources to our operating segments based on financial measures such as revenue, operating cash flow and revenue or sales per customer. In addition, we review non-financial measures such as subscriber growth and penetration, as appropriate.

We define operating cash flow as revenue less operating and SG&A expenses (excluding stock-based compensation, depreciation and amortization, impairment of long-lived assets, and restructuring charges). We believe this is an important indicator of the operational strength and performance of our businesses, including the ability to service debt and fund capital expenditures. In addition, this measure allows management to view operating results and perform analytical comparisons and benchmarking between businesses and identify strategies to improve performance. In this regard, we believe that operating cash flow is meaningful because it provides investors a means to evaluate the operating performance of our company and our reportable segments on an ongoing basis using criteria that is used by our internal decision makers. This measure of performance excludes stock-based compensation, depreciation and amortization, and impairment and restructuring charges that are included in the measurement of operating income pursuant to GAAP. Accordingly, operating cash flow should be considered in addition to, but not as a substitute for, operating income, net income, cash flow provided by operating activities and other measures of

financial performance prepared in accordance with GAAP. We generally account for intersegment sales and transfers as if the sales or transfers were to third parties, that is, at current prices.

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(See Note 1)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**September 30, 2004****(unaudited)**

For the nine months ended September 30, 2004, we have identified the following consolidated subsidiaries and equity method affiliates as our reportable segments:

UGC Broadband	The Netherlands
UGC Broadband	France
UGC Broadband	Austria
UGC Broadband	Other Europe
UGC Broadband	Chile (VTR)
J-COM	

UGC, a 53%-owned subsidiary of our company, is an international broadband communications provider of video, voice, and Internet services with operations in 14 countries. UGC's operations are located primarily in Europe and Latin America. UGC Broadband - The Netherlands, UGC Broadband - France and UGC Broadband - Austria represent UGC's three largest operating segments in Europe in terms of revenue. UGC Broadband - Other Europe includes broadband operations in Norway, Sweden, Belgium, Hungary, Poland, Czech Republic, Slovak Republic, and Romania. None of the components of UGC Broadband - Other Europe constitute a reportable segment. UGC Broadband - Chile (VTR) represents UGC's operating segment in Latin America. J-COM is a 45%-owned equity method affiliate that provides broadband communication services in Japan.

The amounts presented below represent 100% of each business' revenue and operating cash flow. These amounts are combined on an unconsolidated basis and are then adjusted to remove the amounts related to UGC during the 2003 period and J-COM during the 2004 and 2003 periods to arrive at the reported consolidated amounts. This presentation is designed to reflect the manner in which management reviews the operating performance of individual businesses regardless of whether the investment is accounted for as a consolidated subsidiary or an equity investment. It should be noted, however, that this presentation is not in accordance with GAAP since the results of equity method investments are required to be reported on a net basis. Further, we could not, among other things, cause any noncontrolled affiliate to distribute to us our proportionate share of the revenue or operating cash flow of such affiliate.

Performance Measures**Nine Months Ended September 30,**

		2004		2003	
		Revenue	Operating Cash Flow	Revenue	Operating Cash Flow
(Amounts in thousands)					
UGC Broadband	The Netherlands	\$ 519,948	\$ 267,097	\$ 430,620	\$ 188,528
UGC Broadband	France	182,850	28,285	84,435	8,709
UGC Broadband	Austria	221,780	86,489	189,880	73,288
UGC Broadband	Other Europe	506,095	202,487	411,266	148,587
UGC Broadband	Chile (VTR)	216,537	74,942	161,667	47,884
J-COM		1,090,476	433,112	885,517	300,764
Corporate and all other		320,725	(4,064)	271,841	(10,335)
		(102,166)		(93,627)	

Elimination of intercompany
transactions

Elimination of equity affiliates	(1,090,476)	(433,112)	(2,261,183)	(743,632)
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Total consolidated LMI	\$ 1,865,769	\$ 655,236	\$ 80,416	\$ 13,793
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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Total Assets

		September 30, 2004	December 31, 2003
(Amounts in thousands)			
UGC Broadband	The Netherlands	\$ 1,884,074	\$ 2,493,134
UGC Broadband	France	1,125,815	274,180
UGC Broadband	Austria	753,982	700,209
UGC Broadband	Other Europe	1,507,968	1,845,202
UGC Broadband	Chile (VTR)	672,283	602,762
J-COM		3,945,221	3,929,190
Corporate and all other		6,686,470	4,871,221
Elimination of equity affiliates		(3,945,221)	(11,028,861)
Total consolidated LMI		\$ 12,630,592	\$ 3,687,037

The following table provides a reconciliation of total segment operating cash flow to earnings (loss) before income taxes and minority interests:

	Nine Months Ended September 30,	
	2004	2003
(Amounts in thousands)		
Total segment operating cash flow	\$ 655,236	\$ 13,793
Stock-based compensation credits (charges)	(66,120)	323
Depreciation and amortization	(696,624)	(11,139)
Impairment of long-lived assets	(42,623)	
Restructuring charges	(10,749)	
 Operating income (loss)	 (160,880)	 2,977
Interest expense	(209,801)	(1,374)
Interest and dividend income	44,043	18,182
Share of earnings of affiliates, net	54,518	10,833
Realized and unrealized gains on derivative instruments, net	16,218	16,016
Foreign currency transaction gains (losses), net	(7,015)	4,654
Gain on exchange of investment securities	168,301	
Other-than-temporary declines in fair values of investments	(15,115)	(5,612)
Gain on extinguishment of debt	35,787	

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Gains on dispositions of assets, net	12,632	3,847
Other income (expense), net	(9,088)	2,800
Earnings (loss) before income taxes and minority interests	\$ (70,400)	\$ 52,323

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LIBERTY MEDIA INTERNATIONAL, INC
(See Note 1)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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(unaudited)

(18) Subsequent Events

Sky Latin America Transaction

In October 2004, we sold our interest in the Sky Multicountry DTH platform in exchange for reimbursement by the purchaser of \$1,500,000 of funding provided by us in the previous few months and the release from certain guarantees described below. We were deemed to owe the purchaser \$6,000,000 in respect of such platform, which amount was offset against a separate payment we received from the purchaser as explained below. We also agreed to sell our interest in the Sky Brasil DTH platform and granted the purchaser an option to purchase our interest in the Sky Mexico DTH platform.

On October 28, 2004, we received \$54,000,000 in cash from the purchaser, which consisted of \$60,000,000 consideration payable for our Sky Brasil interest less the \$6,000,000 we were deemed to owe the purchaser in respect of the Sky Multicountry DTH platform. The \$60,000,000 is refundable by us if the Sky Brasil transaction is terminated. It may be terminated by us or the purchaser if it has not closed by October 8, 2007 or by the purchaser if certain conditions are incapable of being satisfied.

We will receive \$88,000,000 in cash upon the transfer of our Sky Mexico interest to the purchaser. The Sky Mexico interest will not be transferred until certain Mexican regulatory conditions are satisfied. If the purchaser does not exercise its option to purchase our Sky Mexico interest on or before October 8, 2006 (or in some cases an earlier date), then we have the right to require the purchaser to purchase our interest if certain conditions, including the absence of Mexican regulatory prohibition of the transaction, have been satisfied or waived.

In light of the contingencies involved, we will not treat either of the Sky Mexico or Sky Brasil transactions as a sale for accounting purposes until such time as the necessary regulatory approvals are obtained and, in the case of Sky Mexico, the cash is received.

In connection with these transactions our guarantees of the obligations of the Sky Multicountry, Sky Brasil and Sky Mexico platforms under certain transponder leases were terminated and our guarantees of obligations under certain equipment leases will be terminated no later than December 31, 2004. The buyer has agreed to indemnify us for any amounts we are required to pay under such equipment leases subsequent to the transaction date through the date that our guarantees are terminated.

CPE Transaction

At September 30, 2004, LMI owned debt of CPE and one of its two indirect majority-owned entities (the InvestCos) that collectively own an 18.99% equity interest in Telenet. CPE owns its interests in the InvestCos through its 100% owned subsidiary, Callahan Associates Holdings Belgium (CAHB). In addition, CAHB holds call options expiring in August 2007 and August 2009 to purchase approximately 11.6% and 17.6%, respectively, of the outstanding equity of Telenet from existing third-party shareholders. On October 15, 2004, we entered into an agreement to restructure our indirect investment in Telenet. Pursuant to this agreement, we will transfer cash of approximately \$137 million (including accrued interest through an assumed closing date of November 30, 2004) and our investment in the debt of one of the InvestCos to CAHB in exchange for 78.4% of the common interests and 100% of the Preferred A and Preferred B interests of CAHB. The Preferred A interest will have an initial liquidation value of \$132 million and dividends will accrue at a rate of 16% per annum from May 1, 2004, payable in additional shares of Preferred A interests. The Preferred B interest will have a liquidation value of \$15 million and no dividends will accrue on the Preferred B interest. CPE will own the remaining 21.6% common interest in CAHB. Most of the proceeds to be received by CAHB will, in turn, be distributed to CPE to be used to purchase the debt of CPE owned by our company at a purchase price approximately equal to our cost plus accrued interest. Upon the completion of the foregoing transactions, our net indirect investment in Telenet

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will increase by approximately \$22 million. CAHB is a party to a shareholders agreement that controls the voting and disposition of 21.36% of the stock of Telenet, including the aggregate 18.99% interest owned by the InvestCos. The foregoing ownership structure will result in CAHB's indirect ownership of an approximate 14% economic interest in Telenet. Due to certain veto rights we will hold with respect to Telenet, we expect to use the equity method to account for our indirect investment in Telenet.

The agreement also provides that CPE will have the right to require our company to purchase its CAHB interest at fair value at any time after the third anniversary of closing.

Subject to the satisfaction of certain conditions, including the receipt of required consents, the transactions contemplated by these arrangements are anticipated to be consummated during the fourth quarter of 2004.

Chilean Regulatory Approval of Merger of VTR and Metropolis

As discussed in note 7, we and CristalChile have entered into an agreement pursuant to which we each have agreed to use commercially reasonable efforts to merge Metropolis and VTR. On October 25, 2004, the Chilean anti-trust tribunal (the Tribunal) approved a potential combination of VTR with Metropolis, subject to certain conditions. The decision of the Tribunal has been appealed to Chile's Supreme Court by parties opposing the possible combination of VTR and Metropolis (the Appeal). UGC, CristalChile and we are (i) reviewing in detail the conditions imposed by the Tribunal and (ii) monitoring the Appeal, and (iii) engaging in discussions regarding the terms of the potential combination of VTR and Metropolis. The terms of any such combination are subject to review and approval by a committee of UGC's independent directors.

Cablevision Total Return Debt Swap

Subsequent to September 30, 2004, the counterparty to the Cablevision total return debt swap, with our consent, entered into a participation agreement with a third party, which, if consummated, would result in the termination of our liability under this debt swap and the return of our collateral. For additional information concerning the Cablevision debt swap, see note 10.

Cablevision Restructuring

As discussed in note 15, we have the right and obligation to contribute \$27,500,000 to Cablevision in exchange for newly issued Cablevision shares representing approximately 40.0% of Cablevision's fully diluted equity in the event that Cablevision's restructuring is approved in its current form. Subsequent to September 30, 2004, we entered into an agreement, which, if consummated, would eliminate this right and obligation in exchange for cash consideration of approximately \$40.5 million.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

Liberty Media Corporation:

We have audited the accompanying combined balance sheets of LMC International (a combination of certain assets and businesses owned by Liberty Media Corporation, as defined in note 1) (LMC International) as of December 31, 2003 and 2002, and the related combined statements of operations and comprehensive earnings (loss), parent s investment, and cash flows for each of the years in the three-year period ended December 31, 2003. These combined financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits 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. 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 management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of the other auditors provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of LMC International as of December 31, 2003 and 2002, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

As discussed in note 4 to the combined financial statements, the Company changed its method of accounting for intangible assets in 2002.

KPMG LLP

Denver, Colorado

March 26, 2004

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
COMBINED BALANCE SHEETS

	December 31,	
	2003	2002
	(Amounts in thousands)	
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 12,753	\$ 5,592
Trade and other receivables, net	15,130	13,723
Prepaid expenses	1,830	1,376
Other current assets	1,030	405
Total Current Assets	30,743	21,096
Investments in affiliates, accounted for using the equity method, and related receivables (note 5)	1,740,552	1,145,382
Other investments (note 6)	450,134	187,826
Property and equipment, at cost:		
Distribution systems	116,962	100,780
Support equipment and buildings	11,051	13,548
	128,013	114,328
Accumulated depreciation	(30,436)	(25,117)
	97,577	89,211
Intangible assets not subject to amortization:		
Goodwill	525,576	525,576
Franchise costs	163,450	163,470
	689,026	689,046
Deferred income tax assets (note 9)	457,831	638,909
Restricted cash (note 8)	41,700	
Other assets	43,663	29,426
	\$ 3,551,226	2,800,896
LIABILITIES AND PARENT S INVESTMENT		
Current Liabilities:		
Accounts payable	20,629	22,224
Accrued liabilities	13,815	13,287
Accrued stock compensation	15,052	11,445

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Derivative instruments (note 7)	21,010	2,626
Current portion of debt (note 8)	12,426	21,786
Total Current Liabilities	82,932	71,368
Long-term debt (note 8)	41,700	13,500
Other Liabilities	7,948	7,089
Total Liabilities	132,580	91,957
Minority interest	78	46
Parent's investment:		
Parent's investment	5,096,083	4,621,185
Accumulated deficit	(1,630,949)	(1,651,838)
Accumulated other comprehensive loss, net of taxes (note 11)	(46,566)	(260,454)
	3,418,568	2,708,893
Commitments and contingencies (note 12)	\$ 3,551,226	\$ 2,800,896

See accompanying notes to combined financial statements.

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
COMBINED STATEMENTS OF OPERATIONS AND COMPREHENSIVE EARNINGS (LOSS)

	Years Ended December 31,		
	2003	2002	2001
	(Amounts in thousands)		
Revenue	\$ 108,634	\$ 103,855	\$ 139,535
Operating costs and expenses:			
Operating	50,306	43,931	63,155
Selling, general and administrative (SG&A) (note 10)	40,337	42,269	43,619
Stock compensation SG&A	4,088	(5,815)	6,275
Depreciation	14,642	13,037	13,772
Amortization	472	50	44,250
Impairment of long-lived assets		45,928	91,087
	109,845	139,400	262,158
Operating loss	(1,211)	(35,545)	(122,623)
Other income (expense):			
Interest expense	(2,178)	(3,943)	(21,917)
Interest income	24,874	25,883	67,189
Share of earnings (losses) of affiliates (note 5)	13,739	(331,225)	(589,525)
Realized and unrealized gains (losses) on derivative instruments (note 7)	12,762	(16,705)	(534,962)
Nontemporary declines in fair value of investments (note 6)	(6,884)	(247,386)	(2,002)
Gain on disposition of assets, net (note 5)	3,759	122,331	
Other, net	4,027	(9,391)	(11,182)
	50,099	(460,436)	(1,092,399)
Earnings (loss) before income taxes and minority interest	48,888	(495,981)	(1,215,022)
Income tax benefit (expense) (note 9)	(27,975)	166,121	394,696
Minority interests in earnings of subsidiaries	(24)	(27)	(29)
Earnings (loss) before cumulative effect of accounting change	20,889	(329,887)	(820,355)
Cumulative effect of accounting change, net of taxes (note 4)		(238,267)	
Net earnings (loss)	20,889	(568,154)	(820,355)

Other comprehensive earnings (loss), net of taxes
(note 11):

Foreign currency translation adjustments	103,145	(173,715)	(111,787)
Unrealized gains (losses) on available-for-sale securities	111,594	46,649	(30,400)
Other comprehensive earnings (loss)	214,739	(127,066)	(142,187)
Comprehensive earnings (loss)	\$ 235,628	\$ (695,220)	\$ (962,542)

See accompanying notes to combined financial statements.

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
COMBINED STATEMENTS OF PARENT S INVESTMENT
Years Ended December 31, 2003, 2002 and 2001

	Parent s Investment	Accumulated Deficit	Accumulated Other Comprehensive Earnings (loss), Net of Taxes	Total Parent s Investment
(Amounts in thousands)				
Balance at January 1, 2001	\$ 2,161,615	\$ (263,329)	\$ 8,799	\$ 1,907,085
Net loss		(820,355)		(820,355)
Other comprehensive loss			(142,187)	(142,187)
Losses in connection with issuances of stock of affiliates, net of taxes	(929)			(929)
Intercompany tax allocation	2,073			2,073
Allocation of corporate overhead (note 10)	10,148			10,148
Net cash transfers from parent	1,083,758			1,083,758
Balance at December 31, 2001	3,256,665	(1,083,684)	(133,388)	2,039,593
Net loss		(568,154)		(568,154)
Other comprehensive loss			(127,066)	(127,066)
Reallocation of enterprise-level goodwill from parent	118,000			118,000
Intercompany tax allocation	3,988			3,988
Allocation of corporate overhead (note 10)	10,794			10,794
Net cash transfers from parent	1,231,738			1,231,738
Balance at December 31, 2002	4,621,185	(1,651,838)	(260,454)	2,708,893
Net earnings		20,889		20,889
Other comprehensive earnings			214,739	214,739
Intercompany tax allocation	(14,774)			(14,774)
Allocation of corporate overhead (note 10)	10,873			10,873
Net cash transfers from parent	478,799			478,799
Other			(851)	(851)
Balance at December 31, 2003	\$ 5,096,083	\$ (1,630,949)	\$ (46,566)	\$ 3,418,568

See accompanying notes to combined financial statements.

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
COMBINED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2003	2002	2001
	(Amounts in thousands)		
Cash Flows from Operating Activities:			
Net earnings (loss)	\$ 20,889	\$ (568,154)	\$ (820,355)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Cumulative effect of accounting change, net of taxes		238,267	
Depreciation and amortization	15,114	13,087	58,022
Stock compensation	4,088	(5,815)	6,275
Payments for stock compensation	(481)		(5,874)
Impairment of long-lived assets		45,928	91,087
Share of losses (earnings) of affiliates	(13,739)	331,225	589,525
Unrealized losses (gains) on derivative instruments	(12,762)	16,705	534,962
Nontemporary declines in fair value of investments	6,884	247,386	2,002
Gain on disposition of assets, net	(3,759)	(122,331)	
Deferred income tax expense (benefit)	42,278	(169,606)	(402,027)
Noncash interest income and other	(1,609)	(6,908)	(45,960)
Changes in operating assets and liabilities:			
Receivables and prepaid expenses	6,925	13,442	(18)
Payables and accruals	(3,317)	(23,514)	11,195
Net cash provided by operating activities	60,511	9,712	18,834
Cash Flows from Investing Activities:			
Investments in and loans to affiliates and others	(494,193)	(1,219,588)	(1,341,129)
Capital expended for property and equipment	(22,869)	(24,910)	(14,782)
Cash paid to settle foreign exchange contracts	(10,499)		
Cash received due to increase in fair value of bond swaps	30,079		
Proceeds from dispositions of assets	8,230		
Other investing activities, net	(16,042)	1,940	2,474
Net cash used in investing activities	(505,294)	(1,242,558)	(1,353,437)
Cash Flows from Financing Activities:			
Borrowings of debt	41,700		283,281
Repayments of debt	(22,954)	(12,784)	(46,211)
Change in restricted cash	(41,700)		

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Contributions from parent	474,898	1,246,520	1,095,492
Net cash provided by financing activities	451,944	1,233,736	1,332,562
Net increase (decrease) in cash and cash equivalents	7,161	890	(2,041)
Cash and Cash Equivalents:			
Beginning of year	5,592	4,702	6,743
End of year	\$ 12,753	\$ 5,592	\$ 4,702
Cash paid for interest	\$ 932	\$ 18,603	\$ 6,263
Cash paid for taxes	\$ 4,651	\$ 2,895	\$ 1,725

See accompanying notes to combined financial statements.

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
NOTES TO COMBINED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

(1) Basis of Presentation

The accompanying combined financial statements of LMC International or the Company represent a combination of the historical financial information of certain international cable television and programming subsidiaries and assets of Liberty Media Corporation (Liberty). Upon consummation of the spinoff transaction described in note 2, Liberty Media International, Inc. will own the assets that comprise LMC International.

The more significant subsidiaries and investments of Liberty initially comprising LMC International are as follows:

Subsidiaries

Liberty Cablevision of Puerto Rico Ltd. (Puerto Rico Cable)
Pramer S.C.A. (Pramer)

Investments

Chofu Cable, Inc.
Fox Pan American Sports LLC
Jupiter Programming Co., Ltd. (JPC)
Jupiter Telecommunications Co., Ltd. (J-COM)
Metrópolis-Intercom S.A. (Metropolis)
Sky Latin America
Telewest Communications plc (Telewest) bonds
Torneos y Competencias, S.A. (Torneos)
UnitedGlobalCom, Inc. (UGC)
The Wireless Group plc

(2) Spinoff Transaction

On March 15, 2004, Liberty announced its intention to spin off all the capital stock of Liberty Media International, Inc. to the holders of Liberty Series A and Series B common stock (the Spin Off). The Spin Off will be effected as a distribution by Liberty to holders of its Series A and Series B common stock of shares of Series A and Series B common stock of the Company. The Spin Off will not involve the payment of any consideration by the holders of Liberty common stock and is intended to qualify as a tax-free spin off. The Spin Off is expected to occur in the second or third quarter of 2004, on a date to be determined by Liberty s board of directors, and will be made as a dividend to holders of record of Liberty common stock as of the close of business on the date of record for the Spin Off. The Spin Off is expected to be accounted for at historical cost due to the pro rata nature of the distribution.

Following the Spin Off, the Company and Liberty will operate independently, and neither will have any stock ownership, beneficial or otherwise, in the other. In connection with the Spin Off, LMC International and Liberty will enter into certain agreements in order to govern certain of the ongoing relationships between Liberty and LMC International after the Spin Off and to provide for an orderly transition. These agreements include a Reorganization Agreement, a Facilities and Services Agreement, a Tax Sharing Agreement and a Short-Term Credit Facility.

The Reorganization Agreement provides for, among other things, the principal corporate transactions required to effect the Spin Off and cross indemnities. Pursuant to the Facilities and Services Agreement, Liberty will provide LMC International with office space and certain general and administrative services including legal, tax, accounting, treasury, engineering and investor relations support. LMC International will reimburse Liberty

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LMC INTERNATIONAL
(A combination of certain assets and businesses owned by
Liberty Media Corporation, as defined in Note 1)
NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)
December 31, 2003, 2002 and 2001

for direct, out-of-pocket expenses incurred by Liberty in providing these services and for LMC International's allocable portion of facilities costs and costs associated with any shared services or personnel.

Under the Tax Sharing Agreement, Liberty will generally be responsible for U.S. federal, state, local and foreign income taxes reported on a consolidated, combined or unitary return that includes LMC International or one of its subsidiaries, on the one hand, and Liberty or one of its subsidiaries on the other hand, subject to certain limited exceptions. LMC International will be responsible for all other taxes that are attributable to LMC International or one of its subsidiaries,