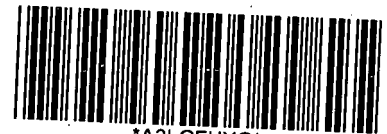


**Registered number**  
**01115474**

**Rock Music Company Limited**  
**Report and Financial Statements**

30 June 2014

WEDNESDAY



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COMPANIES HOUSE

**Directors' Report**

The Directors present their annual report on the affairs of Rock Music Company Limited (the Company) together with the financial statements and auditor's report for the year ended 30 June 2014.

**Principal activities**

The Company's principal activity is the ownership and exploitation of rights in musical compositions.

**Results and dividends**

The Company's profit for the financial year was £nil (2013 - £10527).

A dividend of £nil was paid during the year (2013 - £174,728).

**Directors**

The Directors of Rock Music Company Limited who served during the year were as follows:

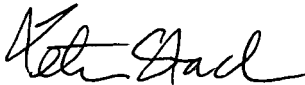
P Stack  
K Donovan  
M Costello

**Disclosure of information to auditors**

In so far as the Directors are individually aware:

- there is no information relevant to the preparation of his report of which the Company's auditor is unaware; and
- the Directors have taken all steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the Board of Directors on 30 October 2014 and signed on its behalf by:



Peter Stack  
Director

**Strategic Report**

The Directors present their strategic report on the affairs of Rock Music Company Limited (the Company) for the year ended 30 June 2014.

**Review of the business**

The Company's principal activity is the ownership and exploitation of copyrights in musical compositions. The Company actively develops and promotes the rights to third parties such as recording artists, other record companies, advertising agencies and broadcasters.

The Company's turnover in the year was £nil (2013 - £55,416). The Company's profit for the year was £nil (2013 - £10,527). The prior year turnover and profit were generated in the period prior to acquisition by the Union Square Music group.

**Principal risks and uncertainties facing the business**

There are few risks that could affect the Company.

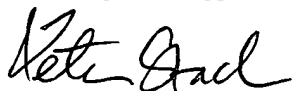
**Music industry growth**

The music industry is experiencing a period of rapid change which has resulted in a decline in the sale of physical product. New digital and internet-based revenue streams may not completely offset this.

**Future developments**

The Company will continue to exploit its copyrights in conjunction with other members of the Union Square Music group.

This report was approved by the Board of Directors on 30 October 2014 and signed on its behalf by:



Peter Stack  
Director

## **Rock Music Company Limited**

### **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the strategic report, the Directors' report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Rock Music Company Limited**

### **Independent auditor's report to the members of Rock Music Company Limited**

We have audited the financial statements on pages 6 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditor**

As explained more fully in the Statement of Directors' Responsibilities, set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeprivate](http://www.frc.org.uk/auditscopeprivate).

#### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2014 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made.
- we have not received all the information and explanations we require for our audit.

*Baker Tilly UK Audit LLP*

Steven Chalfont

(Senior Statutory Auditor)

for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor

Davidson House

Forbury Square

Reading

RG1 3EU

31 October 2014

## Rock Music Company Limited

### Profit and loss account for the year ended 30 June 2014

	Notes	2014 £	2013 £
Turnover	2	-	55,416
Cost of sales		-	(31,056)
<b>Gross profit</b>		<u>-</u>	<u>24,360</u>
Administrative expenses		-	(11,237)
<b>Operating profit</b>	3	<u>-</u>	<u>13,123</u>
Interest receivable		-	235
<b>Profit on ordinary activities before taxation</b>		<u>-</u>	<u>13,358</u>
Tax on profit on ordinary activities	4	-	(2,831)
<b>Profit for the financial year</b>	9	<u><u>-</u></u>	<u><u>10,527</u></u>

#### Continuing operations

All activities arise from discontinued operations. There is no difference between the profit for the financial years shown above and their historical cost equivalents.


#### Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit attributable to the shareholders of the Company of £0 for the year ended 30 June 2014 (2013 - £10527) and accordingly a separate statement of total recognised gains and losses has not been presented.

**Rock Music Company Limited****Registered number  
01115474****Balance sheet  
as at 30 June 2014**

	Notes	2014 £	2013 £
<b>Current assets</b>			
Cash at bank and in hand		963	52,671
<b>Creditors: amounts falling due within one year</b>	5	(236)	(51,944)
<b>Net current assets</b>		<u>727</u>	<u>727</u>
<b>Net assets</b>		<u>727</u>	<u>727</u>
<b>Capital and reserves</b>			
Called up share capital	6	100	100
Profit and loss account	7	627	627
<b>Shareholders' funds</b>	9	<u>727</u>	<u>727</u>

The financial statements on pages 5 to 10 were approved by the Board of Directors and authorised for issue on 30 October 2014 and are signed on its behalf by:



Peter Stack  
Director

## Rock Music Company Limited

### Notes to the financial statements for the year ended 30 June 2014

#### 1 Accounting policies

##### *Basis of preparation*

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

##### *Going concern*

The financial statements have been prepared on a going concern basis as the Company has received confirmation from Union Square Music Holdings Limited, its ultimate parent undertaking, of its intention to continue to provide financial and other support to enable the Company to pay its liabilities as and when they become due for a period not less than one year from the date of approval of these financial statements.

Having regard to this intention, the Directors believe it is appropriate to prepare the financial statements on a going concern.

##### *Revenue recognition*

Music publishing royalties derived from the inclusion of the copyrights on recorded music products or from performance are recognised when they are received from the relevant collection society or music company.

Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty.

##### *Deferred taxation*

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less, tax, except that deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

##### *Statement of cash flows*

The Company is exempt from preparing a statement of cash flows under FRS1 (Revised) 'Cash Flow Statements', as it is a wholly owned subsidiary of Union Square Music Holdings Limited which prepares publicly available consolidated financial statements.

##### *Foreign currencies*

Transactions in foreign currencies are translated into sterling at the rate ruling on the date the transaction occurred or at the contracted rate. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. All exchange differences are taken to the profit and loss account.

#### 2 Analysis of turnover

	2014	2013
	£	£
Turnover arises from the Company's principal activity in the following geographical markets:		
United Kingdom	-	22,167
Europe	-	11,637
North America	-	18,287
Rest of world	-	3,325
	<u>-</u>	<u>55,416</u>

# Rock Music Company Limited

## Notes to the financial statements for the year ended 30 June 2014

<b>3 Operating profit</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
This is stated after charging:		
Depreciation of owned fixed assets	-	120

Auditor's remuneration is paid by Union Square Music Ltd, another company in the group.  
The Directors did not receive any emoluments or benefits in respect of services to the Company during the current or the preceding year.

<b>4 Taxation</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
<b>Analysis of charge in period</b>		
Current tax:		
UK corporation tax on profits of the period	-	2,831
Tax on profit on ordinary activities	-	2,831

### Factors affecting tax charge for period

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Profit on ordinary activities before tax	-	13,358
Standard rate of corporation tax in the UK	20%	20%
Profit on ordinary activities multiplied by the standard rate of corporation tax	-	2,672
Effects of:		
Expenses not deductible for tax purposes	-	135
Depreciation for period in excess of capital allowances	-	24
Current tax charge for period	-	2,831

### Factors that may affect future tax charges

The small companies rate of taxation is currently 20%. Changes to this may affect future tax charges.

<b>5 Creditors: amounts falling due within one year</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Amounts owed to parent and fellow subsidiary undertakings	146	49,113
Corporation tax	-	2,831
Other creditors	90	-
	<b>236</b>	<b>51,944</b>

# Rock Music Company Limited

## Notes to the financial statements for the year ended 30 June 2014

<b>6 Issued share capital</b>	<b>Nominal value</b>	<b>2014 Number</b>	<b>2014 £</b>	<b>2013 £</b>
Allotted, called up and fully paid:				
Ordinary shares	£1 each	100	<u>100</u>	<u>100</u>
<b>7 Profit and loss account</b>			<b>2014 £</b>	
At 1 July 2013			627	
At 30 June 2014			<u>627</u>	
<b>8 Dividends</b>			<b>2014 £</b>	<b>2013 £</b>
Dividends for which the company became liable during the year:				
Dividends paid			<u>-</u>	<u>174,728</u>
<b>9 Reconciliation of movement in shareholders' funds</b>			<b>2014 £</b>	<b>2013 £</b>
At 1 July			727	164,928
Profit for the financial year			-	10,527
Dividends			-	(174,728)
At 30 June			<u>727</u>	<u>727</u>

### 10 Contingent liabilities

The Company is a member of the Union Square Music Holdings Ltd VAT group. Each member of the VAT group is jointly and severally liable for the VAT. At balance sheet date the group balance was a net creditor of £98,551 (2013 - £20,475 net debtor) including debtor balances of £3,150 (2013 - £7,087 creditor).

Union Square Music Songs Ltd's bank loan is secured by a fixed and floating charge over the Company's intellectual property rights. As at the balance sheet date, Union Square Music Songs Ltd had a loan balance outstanding of £678,125 (2013 - £775,000).

### 11 Related party transactions

The Company has taken the exemption allowed under FRS 8 not to disclose transactions with Union Square Music Songs Ltd, its parent company which owns 100% of the share capital. There were no transactions with other members of the group headed by Union Square Music Holdings Limited.

### 12 Ultimate parent undertaking and controlling parties

The Company's parent undertaking is Union Square Music Songs Ltd. The Company's ultimate parent company is Union Square Music Holdings Limited, which prepares consolidated financial statements available from Companies House.

The Company's joint ultimate controlling parties are P Stack, a Director of the Company, and The Caldan Trust, a discretionary trust of which K Donovan, a Director of the Company, is within the class of potential beneficiaries.