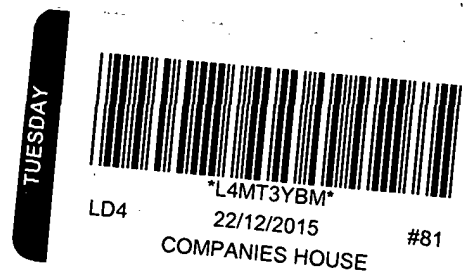


ContentFilm Productions Limited

Financial statements
For the year ended 31 March 2015



Contents

Directors' report	1 - 2
Independent auditor's report to the members of ContentFilm Productions Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6 - 9

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2015.

Principal activity

The principal activity of the company is the exploitation and development of entertainment based intellectual property rights. The turnover for the year relates to royalties on the Company's intellectual property rights.

Results and dividends

The loss for the financial year was £Nil (2014: loss £2,505). No dividends were paid or proposed during the year (2014: £nil).

The board considers the company's key performance indicator is profit before tax as above.

Business Review

The company continues to generate revenues on the intellectual property rights it holds. The directors are considering the trading position of this company.

Directors

The directors of the company who served during the year were as follows:

J Schmidt
G Webb

Directors' Responsibilities Statement

The directors are responsible for preparing the Directors' Report and the 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 laws). 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 and 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 adequate 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.

Directors' report (*continued*)

In so far as each of the directors is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately.

Accordingly, the principal risks and uncertainties of Content Media Corporation Plc (formerly Content Media Corporation Limited), the Company's ultimate undertaking are discussed within the 'Principal risks and uncertainties' paragraph in the directors' report of the financial statements of Content Media Corporation Plc, which do not form part of this report.

Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemption in Part 15 of the Companies Act 2006.

Auditors

Grant Thornton UK LLP offer themselves for re-appointment as auditors in accordance with section 487(2) of the Companies Act 2006.

By order of the board


G Webb
Secretary

19-21 Heddon Street
London
W1B 4BG

21 December 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CONTENTFILM PRODUCTIONS LIMITED

We have audited the financial statements of ContentFilm Productions Limited for the year ended 31 March 2015 which comprise the balance sheet, the profit and loss account, and the related notes. 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 Directors' Responsibilities Statement set out on pages 1-2, 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 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/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 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 matter prescribed by the Companies Act 2006

In our opinion the information given in 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; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report.



Mark Henshaw
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
Date: 21 December 2015

Profit and loss account
for the year ended 31 March 2015

	Note	2015 £	2014 £
Turnover	2	-	-
Cost of sales		-	(2,096)
		<hr/>	<hr/>
Gross result/(loss)		-	(2,096)
Net operating expenses	3	-	(409)
		<hr/>	<hr/>
Result/(Loss) on ordinary activities before taxation	4	-	(2,505)
Tax charge on result/(loss) on ordinary activities	7	-	-
		<hr/>	<hr/>
Result/(Loss) for the year		-	(2,505)
Profit and loss account brought forward		(5,839,883)	(5,837,378)
		<hr/>	<hr/>
Profit and loss account carried forward		(5,839,883)	(5,839,883)
		<hr/>	<hr/>

Turnover and results reported above all relate to continuing operations.

There were no recognised gains or losses during either year other than the results reported above.

Balance sheet
at 31 March 2015

	Notes	2015 £	2014 £
Current liabilities			
Creditors: amounts falling due within one year	8	(5,752,728)	(5,752,728)
Net liabilities		<u>(5,752,728)</u>	<u>(5,752,728)</u>
Capital and reserves			
Called up share capital	9	1,052	1,052
Share premium account	10	86,103	86,103
Profit and loss account	10	(5,839,883)	(5,839,883)
Shareholders' deficit	11	<u>(5,752,728)</u>	<u>(5,752,728)</u>

These financial statements were approved by the board of directors on 24 December 2015 and were signed on its behalf by:



G Webb
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies remain unchanged from the previous year and have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost convention and on the going concern basis which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Content Media Corporation Plc, the company's ultimate holding undertaking. Content Media Corporation Plc has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Income recognition

Non-refundable licensing agreement advances, guarantees and subsequent royalties are accounted for on a receivable basis. Income from the sale of a share in intellectual property rights is recognised on a receivable basis when the sale becomes unconditional.

Pensions

This Company participated in a scheme which was a funded defined contribution scheme. The amounts charged against profits represents the contributions payable to the scheme in the year.

Currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Cash flow statement

A cash flow statement has not been prepared because the company is a wholly owned subsidiary of Content Media Corporation Plc and the financial statements of that company contain a consolidated cash flow statement dealing with the cash flows of its group.

Related party disclosures

Under Financial Reporting Standard 8, the company is exempt from the disclosure of transactions with other group undertakings on the grounds that it is a wholly owned subsidiary of Content Media Corporation Plc and its results are included in the consolidated financial statements of that company.

Notes (continued)

2 Turnover

Turnover, which excludes value added tax, represents commissions earned on the exploitation of intellectual property rights and is principally derived in the UK.

3 Net operating expenses

	2015 £	2014 £
Administrative expenses	-	409
	<u> </u>	<u> </u>

4 Profit on ordinary activities before taxation

All audit and non-audit fees were borne by a fellow group undertaking.

5 Staff numbers and costs

The average number of persons (including directors) employed by the company during the year was 2 (2014: 2). Staff costs have been borne by a fellow group company.

6 Directors' emoluments

None of the directors received any remuneration from the company during the year (2014: £nil).

7 Tax on profit on ordinary activities

	2015 £	2014 £
UK current tax		
Corporation tax credit on the profit/(loss) for the year	-	-
Adjustment in respect of prior year	-	-
	<u> </u>	<u> </u>
Total current credit	-	-
	<u> </u>	<u> </u>

Notes (continued)

7 Tax on profit on ordinary activities (continued)

Factors affecting the tax credit for the current year

The current tax credit for the year is lower (2014: lower) than the standard rate of corporation tax in the UK at 21% (2014: 23%). The differences are explained below:

	2015 £	2014 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	-	(2,505)
	<hr/>	<hr/>
Current tax charge at 21% (2014: 23%)	-	(576)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	-
Tax losses carried forward	-	(576)
Tax losses utilised	-	-
	<hr/>	<hr/>
Total current tax credit (see above)	-	-
	<hr/>	<hr/>

Factors affecting future tax charges

There are unutilised tax losses within the company of £5.0m (2014: £5.0m) carried forward for relief against future suitable taxable profits and for which no deferred tax asset has been recognised.

8 Creditors: amounts falling due within one year

	2015 £	2014 £
Amounts owed by group undertakings	5,752,728	5,752,728
	<hr/>	<hr/>

9 Share capital

	2015 £	2014 £
<i>Authorised:</i>		
2,000 ordinary shares of £1 each	2,000	2,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid:</i>		
1,052 ordinary shares of £1 each	1,052	1,052
	<hr/>	<hr/>

10 Reserves

	Share premium Account £	Profit and loss account £
Balance brought forward	86,103	(5,839,883)
Loss for the financial year	-	-
	<hr/>	<hr/>
Balance carried forward	86,103	(5,839,883)
	<hr/>	<hr/>

Notes (continued)

11 Reconciliation of movement in shareholders' deficit

	2015 £	2014 £
Shareholders' deficit brought forward	(5,752,728)	(5,750,223)
(Loss)/profit for the financial year	-	(2,505)
	<hr/>	<hr/>
Shareholders' deficit carried forward	<u>(5,752,728)</u>	<u>(5,752,728)</u>

12 Capital commitments

There were no capital commitments at 31 March 2015 (2014: £nil).

13 Contingent liabilities

There were no contingent liabilities at 31 March 2015 (2014: £nil).

14 Ultimate controlling party

The company is controlled by Content Media Corporation Plc, the ultimate parent company, which is also the ultimate controlling party. The only group in which the results of the company are consolidated is Content Media Corporation Plc. The consolidated accounts of this company are available to the public and may be obtained from the company's registered address, 19-21 Heddon Street, W1B 4BG.

15 JP Morgan Chase Bank Guarantee

In relation to a Credit and Guarantee Agreement (the Agreement) dated March 26 2004, between JP Morgan Chase Bank, the Company's parent company Content Media Corporation Plc, and a related group company Content Media Corporation, the Company has provided a guarantee to JP Morgan Chase Bank in relation to the repayment of all amounts owing under the Agreement. Further JP Morgan Chase Bank has a security interest over the assets of the Company and its shares. The balance of the bank facility in Content Media Corporation Plc as at 31 March 2015 was £26.7m (2014: £21.6m).