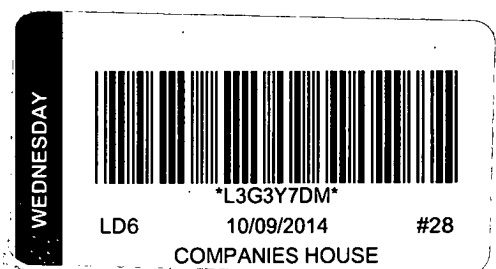


Wall to Wall Television Limited

Report and Financial Statements

31 December 2013



Directors

T Downing
C Hungate
N Southgate

Secretary

H Ely

Auditor

Ernst & Young LLP
1 More London Place
London SE1 2AF

Bankers

Barclays Bank plc
27 Soho Square
London W1D 3QR

Registered Office

85 Gray's Inn Rd
London WC1X 8TX

Registered No. 02087671

Directors' report

The directors present their report and financial statements for the year ended 31 December 2013.

Results

The loss for the year after taxation amounted to £10,000 (2012 – profit of £3,000).

Principal activity

The company did not trade in the current or prior year.

Future developments

The directors do not anticipate the company trading in 2014.

Going concern

The financial statements have been prepared on a going concern basis. The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern.

Directors

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

T Downing (appointed 25 November 2013)

N Southgate

C Hungate

A Graham (resigned 31 December 2013)

Directors' qualifying third party indemnity provision

The company has granted an indemnity to all directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions remains in force as at the date of approving the directors' report.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he / she is obliged to take as a director in order to make himself / herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors' report (continued)

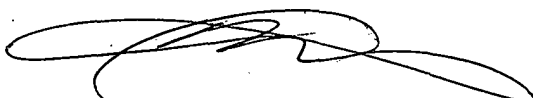
Auditor

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting.

Small companies' exemption

In preparing this Directors' report, the directors have taken advantage of the small companies' exemption under Section 415 (A) of the Companies Act 2006 for reduced disclosures. The directors have also taken exemption under Section 414 (B) not to prepare a Strategic Report.

On behalf of the Board



T Downing
Director

23 May 2014

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 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 judgments and estimates that are reasonable and prudent; and
- 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.

Independent auditor's report

to the members of Wall to Wall Television Limited

We have audited the financial statements of Wall to Wall Television Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 11. 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 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 December 2013 and of its loss 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.

Independent auditor's report (continued)

to the members of Wall to Wall Television Limited

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; or
- the directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic Report and take advantage of the small companies' exemption in preparing the Directors' Report.



Neil Cullum (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

23 May 2014

Profit and loss account

for the year ended 31 December 2013

	<i>Notes</i>	<i>2013</i> <i>£000</i>	<i>2012</i> <i>£000</i>
Turnover		–	–
Cost of sales		–	–
Gross profit		–	–
Administrative expenses		–	6
Profit on ordinary activities before taxation	2	–	6
Tax	4	(10)	(3)
(Loss) / profit for the financial year	9	(10)	3

All amounts relate to continuing activities.

Statement of total recognised gains and losses


for the year ended 31 December 2013

There are no recognised gains or losses other than the loss attributable to the shareholders of the company of £10,000 in the year ended 31 December 2013 (2012 – profit of £3,000).

Balance sheet

at 31 December 2013

	Notes	2013 £000	2012 £000
Current assets			
Investments	5	-	-
Debtors	6	4,490	9,243
Cash at bank and in hand		517	181
		<u>5,007</u>	<u>9,424</u>
Creditors: amounts falling due within one year	7	<u>(4,856)</u>	<u>(9,263)</u>
Net current assets		<u>151</u>	<u>161</u>
Net assets		<u>151</u>	<u>161</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	151	161
Shareholders' funds	9	<u>151</u>	<u>161</u>


T Downing
Director

23 May 2014

Notes to the financial statements

at 31 December 2013

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Statement of cash flows

The company has taken advantage of the exemption for small companies available within FRS 1 – 'Statement of cash flows' and has not presented a statement of cash flows.

Deferred taxation

Deferred taxation 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 right to pay less or to receive more, tax, with the following exceptions:

- 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.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Investments

Fixed asset investments are stated at cost less any provision for diminution in value.

The carrying value of the investments are reviewed for impairment at least annually or if events or changes in circumstances indicate the carrying value may not be recoverable.

2. Operating profit

This is stated after charging:

	2013	2012
	£000	£000
Foreign exchange losses	–	2

Auditor's remuneration for the current and prior years was borne by Shed Media Group Limited.

The company had no employees, other than the directors, in either the current or the prior year.

Notes to the financial statements

at 31 December 2013

3. Directors' remuneration

The directors are also directors of other companies in the group. They are remunerated by other group companies and are considered to have minimal qualifying services in respect of the company. In view of this, the directors do not consider it practical to apportion remuneration in respect of services to the company.

4. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2013 £'000	2012 £'000
Current tax:		
Total current tax (note 4(b))	-	-
Deferred tax:		
Charge due to change in tax rates	-	1
Origination and reversal of timing differences (note 4(c))	-	2
Prior year under provision	10	-
Tax on profit on ordinary activities	10	3

(b) Factors affecting current tax charge for the year

The standard rate of current tax for the year, based on the UK standard rate of corporation tax is 23.25% (2012 - 24.5%). The current tax charge for the year differs from the standard rate for the reasons in the reconciliation below:

	2013 £'000	2012 £'000
Profit on ordinary activities before tax	-	6
Tax on profit on ordinary activities at standard rate	-	2
Effects of:		
Capital allowances in excess of depreciation	-	(3)
Group relief surrendered for nil consideration	-	1
Current tax for the year (note 4(a))	-	-

Notes to the financial statements

at 31 December 2013

4. Tax (continued)

(c) Deferred tax

2013	2012
£'000	£'000

Deferred tax is provided at 20% (2012 - 23%) in the balance sheet as follows:

Included in debtors	-	10
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Analysed as:

2013	2012
£'000	£'000

Accelerated capital allowances	-	10
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The movement in deferred taxation during the year was:

£'000

At 1 January 2013	10
Profit and loss account movement during year (note 4(a))	(10)
At 31 December 2013	-

(d) Factors affecting future tax charges

The Finance Act 2013, enacted in July 2013, included legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015. It is not yet possible to quantify the impact of this rate change upon current tax.

Notes to the financial statements

at 31 December 2013

5. Investments

*Subsidiary
undertakings
£000*

Cost:

At 1 January 2013 and 31 December 2013

Net book value:

At 1 January 2013 and 31 December 2013

—
—

As at 1 January 2013 and 31 December 2013, the company held 100% of the equity of the following companies:

<i>Name of company</i>	<i>Class of shares</i>	<i>No. of shares</i>	<i>Principal activity</i>	<i>Country of Incorporation</i>
Wall to Wall Drama Ltd	Ordinary £1 shares	100	Dormant	England and Wales
Wall to Wall (Egypt) Ltd	Ordinary £1 shares	2	TV production	England and Wales

Associated undertakings and other significant holdings

The Company held 22.5% of the equity of Genealogy Events Limited (formerly Brand Events History Limited), a venture with Brand Events Limited for the staging of the Who Do You Think You Are Live event. The carrying value of this investment is £nil (2012 – £nil).

<i>Name of company</i>	<i>Country of Incorporation</i>	<i>Class</i>	<i>Proportion</i>	<i>Nature of business</i>
Genealogy Events Limited	England and Wales	Ordinary	22.5%	Events organiser

6. Debtors

	<i>2013 £000</i>	<i>2012 £000</i>
Trade debtors	113	5
Amounts owed by group undertakings	4,376	9,225
Other debtors	1	—
Prepayments and accrued income	—	3
Deferred tax (note 4(c))	—	10
	<u>4,490</u>	<u>9,243</u>

7. Creditors: amounts falling due within one year

	<i>2013 £000</i>	<i>2012 £000</i>
Amounts owed to group undertakings	4,797	9,085
Other taxes and social security costs	59	178
	<u>4,856</u>	<u>9,263</u>

Notes to the financial statements

at 31 December 2013

8. Issued share capital

		2013		2012
<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>£000</i>	<i>No.</i>	<i>£000</i>
Ordinary shares of £1 each	100	—	100	—

9. Reconciliation of shareholders' funds and movements on reserves

	<i>Share capital</i>	<i>Profit and loss account</i>	<i>Total share-holders' funds</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>
At 1 January 2012	—	158	158
Profit for the financial year	—	3	3
At 1 January 2013	—	161	161
Loss for the financial year	—	(10)	(10)
At 31 December 2013	—	151	151

10. Related party transactions

The company has taken advantage of the exemption conferred by FRS 8 from the requirements to disclose details of transactions with other wholly owned group companies.

Other than transactions with group companies, there were no related party transactions during the year.

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Wall to Wall (Holdings) Limited a company registered in England and Wales.

Time Warner Holdings Limited is the parent undertaking of the smallest group of undertakings of which the company is a member and for which group financial statements are drawn up. Time Warner Holdings Limited is registered in England and Wales and copies of its financial statements can be obtained from the Registrar of Companies in Cardiff.

At 31 December 2013, Time Warner Inc., a company incorporated in the United States of America, was the ultimate parent undertaking, the controlling party and the parent undertaking of the largest group of undertakings of which the company is a member and for which group financial statements are drawn up. Copies of Time Warner Inc.'s financial statements can be obtained from One Time Warner Centre, New York, NY 10019, USA.