

The Soho Archive Company Limited

Annual report and financial statements

For the year ended 31 December 2014

Registered number: 3638227

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Officers and professional advisers

Directors

Robin Shenfield
Michael Wolfson

Company secretary

Michael Wolfson

Registered office

Charlotte House
11-14 Windmill Street
London
W1T 2JG

Bankers

Lloyds TSB Bank plc
Corporate Banking Account Services
PO Box 72
Bailey Drive
Gillingham Business Park
Gillingham
ME8 0LS

Solicitors

Travers Smith LLP
10 Snow Hill
London
EC1A 2AL

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Directors' report

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2014.

Principal activities

The Company provides storage and archiving services for film and tape.

Business review

The results for the financial year are set out in the profit and loss account on page 6. The Company's profit for the financial year is £175 (2013: £21,108). The directors do not recommend the payment of a dividend (2013: £nil).

An analysis of Turnover by geographical market reveals £34,814 earned wholly in the United Kingdom.

The business regularly reviews the management accounts to monitor progress and control expenditure against the budget. Additionally the business regularly monitors and reviews the following key performance indicators: Debtor days, Monthly billings, Value of work bid, Forecast pipeline, Budgeted and forecasted discount rates, Achieved rates, Work In Progress and Completed projects.

The directors' report has been prepared in accordance with section 417 of the Companies Act 2006.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Badger Holdco Limited and are not separately managed. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed in the director's report of the Badger Holdco Limited's annual report and financial statements for the year ended 31 December 2014, which do not form part of this report.

Directors

The following directors held office during the year, and up to the date of signing of the financial statements:

Robin Shenfield
Michael Wolfson

Directors' Indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors; and Officers' liability insurance in respect of itself and its Directors.

Directors' report *(continued)*

Statement of directors' responsibilities

The directors are responsible for preparing 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 prepared 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 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.

Statement of disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved, the following applies:

- so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

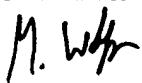
Independent auditors

In accordance with Section 485(1) of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

In accordance with Section 414(2) of the Companies Act 2006, the Company has taken the exemption from preparing a Strategic Report.

On behalf of the Board



Michael Wolfson
Director

Charlotte House
11-14 Windmill Street
London
W1T 2JG
24 April 2015

Independent auditors' report to the members of The Soho Archive Company Limited

Report on the financial statements

Our opinion

In our opinion, The Soho Archive Company Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit 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.

What we have audited

The Soho Archive Company Limited's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of The Soho Archive Company Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual 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.



Matthew Mullins (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans
28 April 2015

Profit and loss account
for the year ended 31 December 2014

| | Note | 2014 £000 | 2013 £000 |
|-------------------------------------------------------------|-------|--------------|--------------|
| Turnover | 2 | 35 | 32 |
| Cost of sales | | (9) | - |
| Gross profit | | 26 | 32 |
| Administrative expenses | | (26) | (25) |
| Result/profit on ordinary activities before taxation | 3 | - | 7 |
| Tax on result/profit on ordinary activities | 5 | - | 14 |
| Result/Profit for the financial year | 11,12 | - | 21 |

All of the above results are derived from continuing operations.

There is no material difference between the result/profit on ordinary activities before taxation and the result/profit for the financial years stated above and their historical cost equivalents.


The Company has no recognised gains or losses for the current and preceding financial year other than those included in the profit and loss account and therefore no statement of total recognised gains and losses has been presented.

Balance sheet
as at 31 December 2014

| | <i>Note</i> | 2014 | 2013 |
|--------------------------------------------------------------------------------------------|-------------|-------------|-------------|
| | | £000 | £000 |
| Fixed assets | | | |
| Tangible assets | 6 | - | - |
| Current assets | | | |
| Debtors (including amounts falling due after more than one year £214,000 (2013: £213,000)) | 7 | 234 | 236 |
| Creditors: amounts falling due within one year | 8 | (1) | (3) |
| Net current assets | | 233 | 233 |
| Total assets less current liabilities | | 233 | 233 |
| Net assets | | 233 | 233 |
| Capital and reserves | | | |
| Called up share capital | 10 | - | - |
| Share premium account | 11 | 33 | 33 |
| Profit and loss account | 11 | 200 | 200 |
| Total shareholders' funds | 12 | 233 | 233 |

The notes on pages 8 to 12 form part of the financial statements.

These financial statements on page 6 to 12 were approved by the board of directors on 24 April 2015 and were signed on its behalf by:



Michael Wolfson
Director

Notes to the financial statements

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Basis of preparation

The financial statements are prepared under the historical cost convention and on a going concern basis and in accordance with applicable accounting standards in the United Kingdom and with the Companies Act 2006.

Under Financial Reporting Standard 1 (Revised 1996), 'Cash Flow Statements' the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the Company is a wholly owned subsidiary of Badger Holdco Limited, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8, 'Related party disclosure' and has therefore not disclosed transfers or balances with entities which form part of the group. The consolidated financial statements of Badger Holdco Limited, within which this Company is included, can be obtained from the address given in note 15.

Going concern

The financial statements have been prepared on a going concern basis, which the directors believe to be appropriate for the following reasons:

Management have prepared a business plan which reflects the Company's expectations for current performance and the available bank facilities. Based on the assumptions of this plan and the results of 2015 trading to date, the directors consider that the Company has sufficient funds for the foreseeable future to meet its liabilities as they fall due for payment.

Turnover

Turnover represents the amounts derived from the delivery of services excluding value added taxation. Any sales adjustments are netted off within Turnover in accordance with Financial Reporting Standard 5 'Reporting the substance of Transactions': Application note G. Turnover is recognised in the period in proportion to the value of work completed.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided to write off the cost, which includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use, less the estimated residual value of fixed assets by equal annual instalments over their estimated useful economic lives as follows:

| | | |
|-----------------------|---|---------------|
| Equipment | - | 33% per annum |
| Fixtures and fittings | - | 33% per annum |

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 taxation 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 Financial Reporting Standard 19, "Deferred tax".

Pensions

The Company operates a defined contribution scheme for the majority of its employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. Contributions are charged to the profit and loss account as they are incurred.

Notes to the financial statements (continued)

2 Turnover

An analysis of turnover, by geographical destination is given below:

| | 2014 £000 | 2013 £000 |
|----------------|--------------|--------------|
| United Kingdom | 35 | 32 |

3 Profit on ordinary activities before taxation

Fees payable to the Company's auditors for audit services amount to £4,484 (2013: £4,375). These were paid on behalf of the Company by The Mill (Facility) Limited.

4 Information regarding directors and employees

The monthly average number of persons (including directors) employed by the Company in the year, analysed by category, was as follows:

| | 2014 Number | 2013 Number |
|-------------------------------|----------------|----------------|
| Management and administration | 1 | - |

The aggregate payroll costs in respect of the one employee were as follows:

| | 2014 £000 | 2013 £000 |
|-----------------------|--------------|--------------|
| Wages and salaries | 8 | - |
| Social security costs | 1 | - |
| | 9 | - |

No directors' employment costs were payable in relation to services provided to this entity (2013: £nil). These are incurred by a fellow subsidiary undertaking of Badger Holdco Limited.

5 Tax on result/profit on ordinary activities

Analysis of charge in year

| | 2014 £000 | 2013 £000 |
|--------------------------------------------------|--------------|--------------|
| Current taxation | | |
| UK corporation taxation | | |
| Current taxation on income for the year | - | - |
| Adjustments in respect of prior years | - | 13 |
| Total current taxation | - | 13 |
| Deferred taxation | | |
| Other timing differences | - | 1 |
| Taxation on profit on ordinary activities | - | 14 |

Notes to the financial statements (continued)

5 Tax on result/profit on ordinary activities (continued)

Factors affecting the taxation charge for the current year

The current taxation charge for the year is equal to (2013: higher than) the standard rate of corporation taxation in the United Kingdom 21.49% (2013: 23.25%). The differences are explained below.

| | 2014 £000 | 2013 £000 |
|----------------------------------------------------------------------------------------------------|--------------|--------------|
| <i>Current taxation reconciliation</i> | | |
| Result/Profit on ordinary activities before taxation | - | 7 |
| Profit on ordinary activities multiplied by the standard UK taxation rate of 21.49% (2013: 23.25%) | - | 2 |
| <i>Effects of:</i> | | |
| Movement in short term timing differences | 1 | - |
| Group relief claimed from other group companies | (1) | (2) |
| Adjustments in respect of prior years | - | 13 |
| Total current taxation charge (see above) | - | 13 |

There are no unrecognised deferred taxation amounts.

Factors affecting the taxation charge for future years

Finance Act 2013 was enacted in the previous period and included the reduction in the main rate of corporation taxation from 23% to 21% with effect from 1 April 2014, and 20% from 1 April 2015.

6 Tangible assets

| | Equipment £000 | Fixture and fittings £000 | Total £000 |
|---------------------------------|-------------------|------------------------------------|---------------|
| <i>Cost</i> | | | |
| At 1 January 2014 | 12 | 14 | 26 |
| Disposals | (12) | (14) | (26) |
| At 31 December 2014 | - | - | - |
| <i>Accumulated depreciation</i> | | | |
| At 1 January 2014 | 12 | 14 | 26 |
| Disposals | (12) | (14) | (26) |
| At 31 December 2014 | - | - | - |
| <i>Net book value</i> | | | |
| At 31 December 2014 | - | - | - |
| At 31 December 2013 | - | - | - |

Notes to the financial statements (continued)

7 Debtors

| | 2014 £000 | 2013 £000 |
|-----------------------------------------------------|--------------|--------------|
| <i>Amounts falling due within one year:</i> | | |
| Trade debtors | 17 | 22 |
| Prepayments and accrued income | 2 | - |
| Deferred taxation asset (note 9) | 1 | 1 |
| | <hr/> | <hr/> |
| | 20 | 23 |
| <i>Amounts falling due after more than one year</i> | | |
| Amounts owed by group undertakings | 214 | 213 |
| | <hr/> | <hr/> |
| | 234 | 236 |
| | <hr/> | <hr/> |

Amounts owed by group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

8 Creditors: amounts falling due within one year

| | 2014 £000 | 2013 £000 |
|------------------------------|--------------|--------------|
| Other creditors | 1 | 2 |
| Accruals and deferred income | - | 1 |
| | <hr/> | <hr/> |
| | 1 | 3 |
| | <hr/> | <hr/> |

9 Deferred taxation

The movement during the year was as follows:

| | 2014 £000 | 2013 £000 |
|-----------------------------------------|--------------|--------------|
| At 1 January 2014 | 1 | - |
| Credit to profit and loss account | - | 1 |
| | <hr/> | <hr/> |
| At 31 December 2014 | 1 | 1 |
| | <hr/> | <hr/> |
| Other timing differences | 1 | 1 |
| | <hr/> | <hr/> |
| Deferred taxation asset (note 7) | 1 | 1 |
| | <hr/> | <hr/> |

Notes to the financial statements (continued)

10 Called up share capital

| | 2014 £ | 2013 £ |
|----------------------------------------|-----------|-----------|
| <i>Allotted and fully paid:</i> | | |
| 3 (2013: 3) ordinary shares of £1 each | 3 | 3 |

11 Reserves

| | Share Premium account £000 | Profit and loss account £000 |
|--------------------------------------|-------------------------------------|---------------------------------------|
| At 1 January 2014 | 33 | 200 |
| Result/Profit for the financial year | - | - |
| At 31 December 2014 | 33 | 200 |

12 Reconciliation of movements in total shareholders' funds

| | 2014 £000 | 2013 £000 |
|------------------------------------------|--------------|--------------|
| Opening total shareholders' funds | 233 | 212 |
| Result/Profit for the financial year | - | 21 |
| Closing total shareholders' funds | 233 | 233 |

13 Pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the fund and amounted to £nil (2013: £nil). Outstanding contributions amounting to £nil (2013: £nil) were payable to the fund at 31 December 2014.

14 Contingent liabilities

The Company has granted a fixed and floating charge over its assets in favour of the group's bankers as part of the Badger Holdco Limited group's funding arrangements. As at 31 December 2014, the amount owed to the bank by the group was £88,837,000 (2013: £44,419,000).

15 Ultimate parent company and controlling party

The Company's ultimate parent company is Badger Holdco Limited, a company incorporated in England and Wales. The Company's immediate parent undertaking is The Mill (Facility) Limited.

The largest group in which the results of the Company are consolidated is that headed by Badger Holdco Limited. The smallest group in which the results of the Company are consolidated is that headed by Badger Parentco Limited. The consolidated financial statements of both Badger Holdco Limited and Badger Parentco Limited are available to the public and may be obtained from Badger Holdco Limited, Charlotte House, 11-14 Windmill Street, London W1T 2JG.

The ultimate controlling party is Equistone Partners Europe Limited, a company incorporated in the United Kingdom, by virtue of the fact it controls funds that own 62.7% of Badger Holdco Limited.