

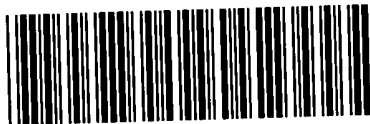
Registered number 08304115

All3Media USA Limited

Report and Financial Statements

31 December 2017

TUESDAY



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All3Media USA Limited

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All3Media USA Limited

Company information

Directors	A McMullen S Geater V Turton
Registered office	Berkshire House 168-173 High Holborn London WC1V 7AA
Independent Auditor	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH

All3Media USA Limited

Strategic report for the year ended 31 December 2017

The directors present their Strategic Report for the year ended 31 December 2017.

Principal activities and review of the business

The principal activity of the company is that of a holding company. The directors do not anticipate any changes in those activities over the coming year.

The profit for the financial year amounted to £7,632,760 (2016: loss of £4,043,265).

As at 31 December 2017, shareholders' funds total £97,083,122 (2016: £89,450,362).

Principal risks and uncertainties

The key business risks and uncertainties affecting the company relate to the general economic environment, competition from other distributors of television programmes and the success of the company's programming available for worldwide distribution. Further discussion of these risks and uncertainties, in the context of the DLG Acquisitions Limited group (the "group") as a whole, is provided in the group's financial statements which do not form part of this report.

Key performance indicators ("KPIs")

The directors of DLG Acquisitions Limited manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of All3Media USA Limited. The development, performance and position of DLG Acquisitions Limited group, which includes the company, are discussed in the group's financial statements which do not form part of this report.

Approved by the Board on 8 June 2018 and signed on behalf of the Board:



A McMullen
Director

Berkshire House
168-173 High Holborn
London
WC1V 7AA

All3Media USA Limited

Directors' report for the year ended 31 December 2017

The directors present their Directors' Report and the audited financial statements for the year ended 31 December 2017.

Future Outlook

The commercial environment in which the company operates remains competitive, but the directors believe that the company's position as one of the leading producers of television programmes will enable it to maintain its current position in the future.

Dividends

The directors do not recommend the payment of a dividend for the year (2016: £nil).

Financial Risk Management

Through its trading activities the company is exposed to certain levels of credit, interest rate, currency and liquidity risk. Main credit risk arises from customers not meeting payment terms however this is monitored closely by management. Interest risk arises on cash balances subject to interest based on floating rates. Currency risk arises as certain debtors are denominated in foreign currencies. The company funds its operations from trading activities.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

A McMullen
S Geater
V Turton

The company maintains liability insurance for its directors and officers.

All3Media USA Limited

Directors' report for the year ended 31 December 2017 (continued)

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting 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.

The directors 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.

In the case of each director in office at the date the Directors' Report is approved:

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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Reappointment of independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed reappointed in accordance with s487(2) of the Companies Act.

Approved by the Board on 8 June 2018 and signed on behalf of the Board:



A McMullen

Director

Berkshire House
168-173 High Holborn
London
WC1V 7AA

All3Media USA Limited

Independent auditors' report to the members of All3Media USA Limited

Report on the audit of the financial statements

Opinion

In our opinion, All3Media USA Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2017; the profit and loss account, the statement of comprehensive income, and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

All3Media USA Limited

Independent auditors' report to the members of All3Media USA Limited (continued)

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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 in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

All3Media USA Limited

Independent auditors' report to the members of All3Media USA Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

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

We have no exceptions to report arising from this responsibility.



Philip Stokes (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

11 June 2018

All3Media USA Limited

Profit and loss account for the year ended 31 December 2017

		Year ended 31 December 2017	Year ended 31 December 2016
	Note	£	£
Administrative expenses		5,323	(592)
Operating profit/(loss)	3	5,323	(592)
Income from shares in group undertakings		7,054,899	6,055,137
Interest receivable and similar income	4	4,583,455	-
Interest payable and similar expenses	5	(4,010,917)	(12,559,635)
Profit/(loss) before taxation		7,632,760	(6,505,090)
Tax on profit/(loss)	8	-	2,461,825
Profit/(loss) for the financial year		<u>7,632,760</u>	<u>(4,043,265)</u>

The above results were derived from continuing operations.

The notes on pages 12 to 23 form an integral part of these financial statements.

All3Media USA Limited

Statement of comprehensive income for the year ended 31 December 2017

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Profit/(Loss) for the financial year	7,632,760	(4,043,265)
Total comprehensive income/(expense) for the year	<u>7,632,760</u>	<u>(4,043,265)</u>

The notes on pages 12 to 23 form an integral part of these financial statements.

All3Media USA Limited
(Registration number: 08304115)

Balance sheet as at 31 December 2017

		31 December 2017	31 December 2016
	Note	£	£
Fixed assets			
Investments	9	136,308,022	136,308,022
Current assets			
Debtors	10	5,072,729	5,072,729
Cash at bank and in hand		5,613,419	2,882,629
		<u>10,686,148</u>	<u>7,955,358</u>
Creditors: amounts falling due within one year	11	<u>(49,911,048)</u>	<u>(54,813,018)</u>
Net current liabilities		<u>(39,224,900)</u>	<u>(46,857,660)</u>
Total assets less current liabilities		97,083,122	89,450,362
Creditors: amounts falling due after more than one year		<u>-</u>	<u>-</u>
Net assets		<u>97,083,122</u>	<u>89,450,362</u>
Capital and reserves			
Called up share capital	12	94,053	94,053
Share premium account		93,958,672	93,958,672
Profit and loss account		3,030,397	(4,602,363)
Total Shareholders' funds		<u>97,083,122</u>	<u>89,450,362</u>

The financial statements of All3Media USA Limited (registered number: 08304115) were approved by the board of directors and authorised for issue on 7 June 2018.

They were signed on its behalf by:



A McMullen
Director

The notes on pages 12 to 23 form an integral part of these financial statements.

All3Media USA Limited

Statement of changes in equity for the year ended 31 December 2017

	Called up share capital £	Share premium £	Profit and loss account £	Total Shareholders' funds £
At 1 January 2016	94,053	93,958,672	(559,098)	93,493,627
Loss for the financial year	-	-	(4,043,265)	(4,043,265)
Dividends	-	-	-	-
At 31 December 2016	94,053	93,958,672	(4,602,363)	89,450,362
Profit for the financial year	-	-	7,632,760	7,632,760
Dividends	-	-	-	-
At 31 December 2017	94,053	93,958,672	3,030,397	97,083,122

The notes on pages 12 to 23 form an integral part of these financial statements.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017

1. General information

All3Media USA Limited is a company incorporated in United Kingdom under the Companies Act 2006.

The address of the registered office is:

Berkshire House
168-173 High Holborn
London
WC1V 7AA

The nature of the company's operations and principal activities are set out in the Strategic report on page 2.

2. Accounting policies

2.1 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

The financial statements of All3Media USA Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

The financial statements contain information about All3Media USA Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent undertaking DLG Acquisitions Limited.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.2.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined)
- IFRS 7, 'Financial Instruments: Disclosure'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

2. Accounting policies (continued)

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirement in respect of:
 - (i) Paragraph 79(a)(iv) of IAS 1;
 - (ii) Paragraph 73(e) of IAS 16 Property, plant and equipment;
 - (iii) Paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 40A-D (requirements for a third statement of financial position
 - 111 (cash flow statement information), and
 - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Where required equivalent disclosures are given in the group financial statements of DLG Acquisitions Limited. The group financial statements of DLG Acquisitions Limited are available to the public and can be obtained as set out in note 15.

Going concern

The financial statements are prepared on the going concern basis due to the continued support of one of its parent companies, DLG Acquisitions Limited. The company has received confirmation that DLG Acquisitions Limited intends to support the company for at least one year after these financial statements are signed.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

2. Accounting policies (continued)

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account, except when deferred in other comprehensive income as qualifying cash flow hedges. All other foreign exchange gains and losses are presented in the profit and loss account within 'Other operating income'.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Dividend distribution

Dividend distributions to the company's shareholders are recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

AI3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

2. Accounting policies (continued)

Fixed assets investments

Investments held as fixed assets are shown at cost less provision for impairment. The carrying values of fixed asset investments are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2.2 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Impairment of trade and other debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing the impairment of trade and other debtors, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience. See note 10 for the net carrying amount of the receivables and associated impairment provision.

(b) Impairment of investments

The directors believe that the carrying value of the investments is supported by their underlying net assets. The directors carry out an impairment assessment on the investments held if events or changes in circumstances indicate the carrying value may not be recoverable. In performing the impairment assessment, the present value of future cash flows are calculated based on three-year financial budgets approved by management. An average annual EBITA growth assumption of 2.3% has been used. Cash flows for the periods beyond the approved financial budgets have been extrapolated using a 2.3% historic long-term GDP annual regional growth rate. The discount rate applied against the anticipated future cash flows is based on a pre-tax estimated weighted average cost of capital of 10.0%. A reasonable change in the key assumptions does not have a significant impact on the difference between value in use and the carrying value.

3. Operating profit/(loss)

Fees payable to audit firms

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
<u>Audit fees</u>		
Fees payable to the company's auditor for the audit of the company's financial statements	-	2,000
	<hr/>	<hr/>
		2,000
	<hr/>	<hr/>

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

3. Operating profit/(loss) (continued)

The audit fees for the current and prior year were borne by the immediate parent undertaking, All3Media Limited.

4. Interest receivable and similar income

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Exchange gains	4,583,455	-
	<u>4,583,455</u>	<u>-</u>

5. Interest payable and similar expenses

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Intercompany interest payable	4,010,917	3,603,231
Exchange losses	-	8,956,404
	<u>4,010,917</u>	<u>12,559,635</u>

6. Staff costs

The company has no employees (2016: nil) and incurred no staff costs during the year (2016: £nil).

7. Directors' remuneration

Directors' remuneration in 2017 was £nil (2016: £nil) for services to this company.

The directors are remunerated by All3Media Limited, and details of their emoluments and pension payments are available in the financial statements of that company. These emoluments are not paid to them in their capacity as directors of the company and are payable for services wholly attributable to other subsidiary undertakings. Accordingly, no details in respect of their emoluments have been included in these financial statements.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

8. Taxation

(a) Tax on loss for the financial year

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Current taxation		
Current tax on income for the period	-	(2,608,541)
Adjustments in respect of prior periods	-	146,716
Total current tax credit	-	(2,461,825)
Deferred taxation		
Origination and reversal of temporary differences	-	146,867
Adjustments in respect of prior periods	-	(146,867)
Total deferred taxation	-	-
Total tax on loss	-	(2,461,825)

(b) Factors affecting the tax charge for the current year

The tax credit for the year is lower (2016: higher) than the standard rate of corporation tax in the UK of 19.25% (2016: 20%). The differences are explained below:

	Year ended 31 December 2017 £	Year ended 31 December 2016 £
Profit/(Loss) before taxation	7,632,760	(6,505,090)
Corporation tax at standard rate at 19.25% (2016: 20%)	1,469,306	(1,301,018)
Effects of:		
Expenses not deductible for tax purposes	772,101	(111,321)
UK-UK transfer-pricing adjustments	-	14,826
Adjustments in respect of prior years	-	(152)
Income not chargeable for tax purposes	(1,358,068)	(1,211,027)
Group relief received but not paid for	(883,339)	-
Derecognition of recoverable assets	-	146,867
Total tax charge/(credit) for the year	-	(2,461,825)

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

8. Taxation (continued)

Unrecognised deductible temporary difference, unused tax losses and unused tax credits

Deductible unused tax losses for which no deferred tax asset has been recognised are attributed to the following:

	Year ended 31 December 2017	Year ended 31 December 2016
	£	£
Unutilised tax losses (revenue in nature)	<u>137,824</u>	<u>137,824</u>

(c) Factors affecting the tax charge for the future years

The Finance Act 2015 reduced of the UK corporation tax from 20% to 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020).

The previously enacted rate of 18% was reduced further to 17% in the Finance Bill 2016 which received Royal Assent on 15 September 2016.

To the extent these rate changes will affect the amount of future cash tax payments to be made by the company, this will reduce the amount of its deferred tax liabilities and assets.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

9. Investments

	31 December 2017 Shares in subsidiary companies £	31 December 2016 Shares in subsidiary companies £
Cost and net book value at beginning of year	136,308,022	136,308,022
Additions in the year	-	-
Cost and net book value at end of year	<u>136,308,022</u>	<u>136,308,022</u>

The details of the principal subsidiary companies in which the company holds 20% or more of the nominal value of any class of share capital are as follows. Shares held by an intermediate holding company are indicated with an asterisk (*). All investments are unlisted.

Name of company	Country of incorporation/residency	Voting rights %	Nature of business
Lion Television, LLC	USA (2)	100%	Television production and distribution
All3Media America, LLC	USA (2)	100%	Television production and distribution
All3Media International America, LLC	USA (2)	100%	Television production and distribution
Paddenswick Pictures, Inc.	USA (2)	*100%	Television production and distribution
Maverick Television Inc.	USA (2)	100%	Television production and distribution
Zoo Productions Limited	USA (2)	*100%	Sub-holding company
North One Television USA, Inc.	USA (2)	100%	Television production and distribution
Objective Productions US, Inc.	USA (2)	100%	Television production and distribution
One Potato, Two Potato LLC	USA (2)	*100%	Television production and distribution
Optomen Productions, LLC	USA (2)	100%	Television production and distribution
Rumpole, Inc.	USA (2)	100%	Television production and distribution

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

9. Investments (continued)

Name of company	Country of incorporation/residency	Voting rights %	Nature of business
Jefferson Pictures, LLC	USA (2)	*100%	Television production and distribution
Mom Pictures, LLC	USA (2)	*100%	Television production and distribution
America's Finest Television Corp.	USA (2)	*100%	Television production and distribution
Authentic Pictures Group, Inc.	USA (2)	*100%	Television production and distribution
Avaline Music Emporium, Inc.	USA (2)	*100%	Television production and distribution
Fugitive and Recovery Team Services	USA (2)	*100%	Television production and distribution
Noah Acquisition, Inc.	USA (2)	*100%	Sub-holding company
Noah Holdings, LLC	USA (2)	100%	Sub-holding company
Beach Life Studios, LLC	USA (2)	*100%	Television production and distribution
Beak Street Studio Rentals Inc.	USA (2)	*100%	Television production and distribution
Bright Road Productions, Inc.	USA (2)	*100%	Television production and distribution
Carnaby Services, Inc.	USA (2)	*100%	Television production and distribution
Dusty Rose Pictures, LLC	USA (2)	*100%	Television production and distribution
Hole in the Fence Productions, LLC	USA (2)	*100%	Television production and distribution
MSQ Productions, LLC	USA (2)	*100%	Television production and distribution
Music to Air, Inc.	USA (2)	*100%	Television production and distribution
Palm Tree Pictures, LLC	USA (2)	*100%	Television production and distribution

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

9. Investments (continued)

Name of company	Country of incorporation/residency	Voting rights %	Nature of business
Striped Zebra Productions, Inc.	USA (2)	*100%	Television production and distribution
The Write Types, Inc.	USA (2)	*100%	Television production and distribution
Waltz International Pictures, Inc.	USA (2)	*100%	Television production and distribution

Address Key

(1)	Berkshire House, 168 - 173 High Holborn, London, WC1V 7AA, United Kingdom
(2)	6060 Center Drive, 4th Floor, Los Angeles CA 90045, United States
(3)	Atelierstrasse 12, 81671, Munich, Germany
(4)	Gotzkowskystr.20-21, 10555, Berlin, Germany
(5)	Venloer Strasse 241-245, 50823, Cologne, Germany
(6)	Untere Donaustr. 13-15, A - 1020, Wien, Austria
(7)	39 Long Acre, London, WC2E 9LG, United Kingdom

The directors believe that the carrying value of the investments is supported by their underlying net assets.

10. Debtors

	31 December 2017 £	31 December 2016 £
Amounts owed by group undertakings	1,482,608	1,482,608
Amounts owed to group undertakings for group relief	3,590,121	3,590,121
	<u>5,072,729</u>	<u>5,072,729</u>

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

11. Creditors: amount falling due within one year

	31 December 2017 £	31 December 2016 £
Amounts owed to parent undertakings	49,911,048	54,807,627
Accruals	-	5,391
	<u>49,911,048</u>	<u>54,813,018</u>

Amounts owed to the parent undertakings are repayable on 18 February 2021. Interest is payable on the loan at a rate of 7.45% per annum (31 December 2016: 7.45%).

12. Called up share capital

Allotted, called up and fully paid shares

	31 December 2017 £	31 December 2016 £
1 (2016: 1) ordinary shares of £1 each	1	1
149,130 (2016: 149,130) ordinary shares of US\$1 each	94,052	94,052
	<u>94,053</u>	<u>94,053</u>

13. Contingent liabilities

The company is a participant in a group banking arrangement under which all surplus cash balances are held as collateral for bank facilities advanced to group members. In addition, the company has issued an unlimited guarantee to the bank to support these bank facilities. Details of these facilities are disclosed in the DLG Acquisitions Limited financial statements which are publicly available.

14. Related party transactions

As permitted by FRS 101, the company has taken advantage of the exemption available under that standard in relation to "related party transactions" from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company. There were no other related party transactions in the period.

All3Media USA Limited

Notes to the financial statements for the year ended 31 December 2017 (continued)

15. Parent and ultimate parent undertaking

The company's immediate parent undertaking is All3Media USA Inc. and ultimate parent undertaking is DLG Acquisitions Limited. DLG Acquisitions Limited is the parent undertaking of the smallest and the largest group to consolidate these financial statements at 31 December 2017. Copies of its group financial statements, which include the company, are available from Berkshire House, 168-173 High Holborn, London, WC1V 7AA. The ultimate controlling parties at the balance sheet date are Liberty Global plc and Discovery Communications Inc., which own LGCI HoldCo I B.V. and Discovery Luxembourg Holdings 1 S.a.r.l. respectively, who are equal joint venture owners of DLG Acquisitions.