

Company Registration No. 04998819 (England and Wales)

GOOD SOLDIER SONGS LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016
PAGES FOR FILING WITH REGISTRAR

GOOD SOLDIER SONGS LIMITED

COMPANY INFORMATION

Directors	C Tattersfield Mrs E Tattersfield
Company number	04998819
Registered office	2nd Floor, Northumberland House 303-306 High Holborn London WC1V 7JZ
Accountants	Skeet Kaye LLP 2nd Floor, Northumberland House 303-306 High Holborn London WC1V 7JZ

GOOD SOLDIER SONGS LIMITED

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GOOD SOLDIER SONGS LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2016

	Notes	2016		2015	
		£	£	£	£
Fixed assets					
Tangible assets	3		10,825		22,914
Current assets					
Debtors	4	1,427,505		1,096,403	
Cash at bank and in hand		790,504		334,051	
		<u>2,218,009</u>		<u>1,430,454</u>	
Creditors: amounts falling due within one year	5	<u>(1,307,997)</u>		<u>(1,301,130)</u>	
Net current assets			910,012		129,324
Total assets less current liabilities			<u>920,837</u>		<u>152,238</u>
Creditors: amounts falling due after more than one year	6		(876,863)		(93,530)
Net assets			<u>43,974</u>		<u>58,708</u>
Capital and reserves					
Called up share capital	9		4		4
Profit and loss reserves			43,970		58,704
Total equity			<u>43,974</u>		<u>58,708</u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

For the financial year ended 31 December 2016 the company was entitled to exemption from audit under section 477 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

GOOD SOLDIER SONGS LIMITED

STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2016

The financial statements were approved by the board of directors and authorised for issue on 28 September 2017 and are signed on its behalf by:

C Tattersfield
Director

Company Registration No. 04998819

GOOD SOLDIER SONGS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2016

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 1 January 2015	4	91,088	91,092
Year ended 31 December 2015:			
Loss and total comprehensive income for the year	-	(32,384)	(32,384)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2015	4	58,704	58,708
Year ended 31 December 2016:			
Loss and total comprehensive income for the year	-	(14,734)	(14,734)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2016	<u>4</u>	<u>43,970</u>	<u>43,974</u>

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

Company information

Good Soldier Songs Limited is a private company limited by shares incorporated in England and Wales. The registered office is 2nd Floor, Northumberland House, 303-306 High Holborn, London, WC1V 7JZ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 December 2016 are the first financial statements of Good Soldier Songs Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 January 2015. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue from contracts for the provision of services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

Royalties are recognised on receipt or as rights are utilised on an accruals basis where sufficient information is available.

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies **(Continued)**

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies **(Continued)**

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

1.13 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the income statement for the period.

2 Employees

The average monthly number of persons (including directors) employed by the company during the Period was - 8 (2015 - 8)

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

3	Tangible fixed assets	Plant and machinery etc	
			£
	Cost		
	At 1 January 2016		53,631
	Additions		4,624
	At 31 December 2016		<u>58,255</u>
	Depreciation and impairment		
	At 1 January 2016		36,910
	Depreciation charged in the year		10,520
	At 31 December 2016		<u>47,430</u>
	Carrying amount		
	At 31 December 2016		<u>10,825</u>
	At 31 December 2015		<u><u>22,914</u></u>
4	Debtors	2016	2015
	Amounts falling due within one year:	£	£
	Trade debtors	40,299	92,489
	Other debtors	1,387,206	1,003,914
		<u>1,427,505</u>	<u>1,096,403</u>
5	Creditors: amounts falling due within one year	2016	2015
		£	£
		Notes	
	Bank loans and overdrafts	7	280,115
	Trade creditors		39,463
	Corporation tax		219
	Other taxation and social security		13,000
	Other creditors		901,325
	Accruals and deferred income		73,875
			<u>1,307,997</u>
			<u><u>1,301,130</u></u>

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

6 Creditors: amounts falling due after more than one year

	Notes	2016 £	2015 £
Bank loans and overdrafts	7	701,333	-
Other borrowings	7	175,530	-
Other creditors		-	93,530
		<u>876,863</u>	<u>93,530</u>

7 Loans and overdrafts

	2016 £	2015 £
Bank loans	981,448	-
Other loans	175,530	-
	<u>1,156,978</u>	<u>-</u>
Payable within one year	280,115	-
Payable after one year	876,863	-

The long-term loans are secured by fixed charges over Good Soldier Songs Ltd present and future rights, title and interest in artists music compositions, accounts and deposits.

Interest is accruing on a quarterly basis at a rate of 7.95% plus LIBOR.

8 Share-based payment transactions

During the year the company entered into an EMI share option agreement relating to Good Soldier Songs Limited under which 60 shares vested during the year and the following additional shares vesting on:

1 February 2017	5 shares
1 February 2018	5 shares
1 February 2019	5 shares
1 February 2020	6 shares
1 February 2021	6 shares
1 February 2022	6 shares
1 February 2023	6 shares

The options are only exercisable in the event of the sale of at least 10% of the issued ordinary shares in the capital of the company, or substantially all the company assets are sold.

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

8 Share-based payment transactions (Continued)

	Number of share options		Weighted average exercise price	
	2016 Number	2015 Number	2016 £	2015 £
Outstanding at 1 January 2016	-	-	-	-
Granted	60	-	0.01	-
	60	-	0.01	-
Outstanding at 31 December 2016	60	-	0.01	-
	60	-	0.01	-
Exercisable at 31 December 2016	-	-	-	-
	-	-	-	-

The weighted average share price at the date of exercise for share options exercised during the year was £0 (2015 - £0).

Due to the uncertainty regarding the conditions relating to the exercise of the EMI share option the directors consider the option has a £nil fair value at the balance sheet date.

9 Called up share capital

	2016 £	2015 £
Ordinary share capital		
Issued and fully paid		
200 Ordinary A of 1p each	2	2
200 Ordinary B of 1p each	2	2
	4	4
	4	4

During the year the £1.00 ordinary A and B shares were subdivided into £0.01 shares.

10 Related party transactions

Good Soldier Records Ltd

Mr C. Tattersfield is shareholder and director of the company.

During the year the Good Soldier Songs Ltd paid expenses totalling £1,816,553 on behalf of the company, and Good Soldier Records Ltd also incurred costs amounting to £1,258,798 on behalf of Good Soldier Songs Ltd. At the year end Good Soldier Songs Ltd is owed £107,059 (2016: -£450,696.61). The loan is interest free and repayable on demand.

11 Directors' transactions

During the year the directors loaned the company funds. At the year end Mr C. and Mrs E Tattersfield were owed £295,530 (2016: £213,530). The loan is interest free and repayable on demand.

GOOD SOLDIER SONGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2016

12 Ultimate controlling party

The ultimate controlling party of the company is Mr C. Tattersfield who is director and owns 100% of the ordinary A voting shares in the company.

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